THE BEST OF MARVEL COMICS

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VOLUME ONE

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THE ORIGIN OF THE FANTASTIC FOUR!

ON THE TEST FLIGHT OF A NEW, EXPERIMENTAL SPACECRAFT, THE MEMBERS OF THE CREW--SHIP'S DESIGNER, DR. REED RICHARDS... THE PILOT, BEN GRIMM... REED'S WIFE-TO-BE, SUSAN STORM... AND SUE'S YOUNG BROTHER, JOHNNY--WERE BOMBARDED BY A STORM OF COSMIC RAYS!

OVERCOME BY THE MYSTERIOUS RAYS, THE FOUR JUST BARELY MANAGED A ROUGH LANDING ON EARTH. BUT EACH OF THEM HAD BEEN CHANGED BY THE RADIATION!

SUE DISCOVERED SHE HAD ACQUIRED THE AMAZING POWER OF INVISIBILITY... THAT SHE COULD BECOME INVISIBLE AT WILL... AND LATER, THAT SHE COULD CREATE IMPENETRABLE INVISIBLE FORCE-FIELDS!

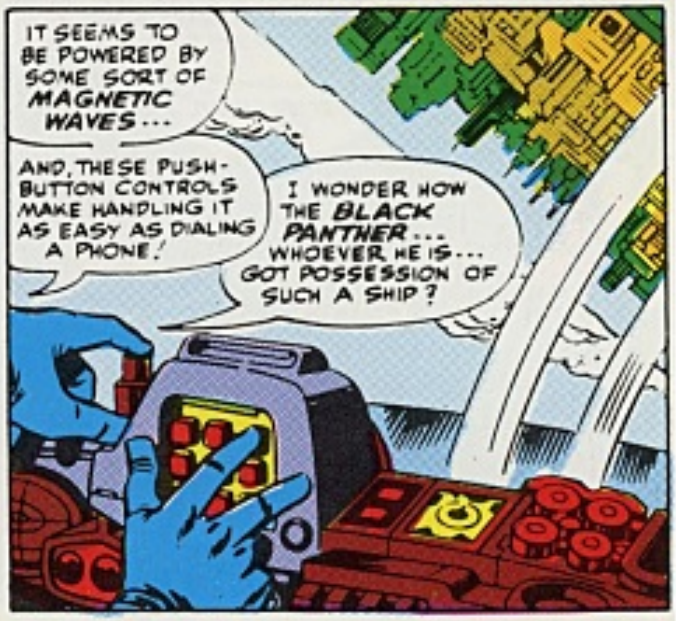
THEY HAD ALL BECOME MORE THAN JUST HUMAN. AND, REALIZING THEIR RESPONSIBILITY TO USE THAT POWER FOR THE GOOD OF MANKIND, THEY BANDED TOGETHER AS... THE FANTASTIC FOUR!

OPERATING FROM THEIR BAXTER BUILDING HEADQUARTERS IN MIDTOWN MANHATTAN, THE FANTASTIC FOUR STAND READY TO PROTECT HUMANITY FROM WHATEVER THREAT THAT MIGHT ARISE!
4
MISTER FANTASTIC
THE HUMAN TORCH
THE INVISIBLE GIRL
THE THING

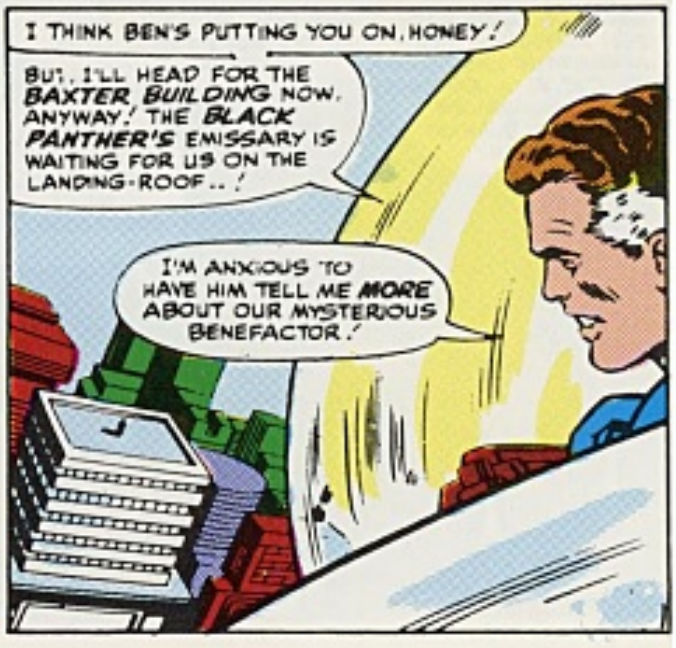
THE FABULOUS F.F. ARE TRAPPED IN THE INCREDIBLE REALM OF.
"THE BLACK PANTHER!"
ALSO FEATURING:
The WAY-OUT and WONDERFUL WYATT WINGFOOT!
IT MAD TO BE TOLD... AS ONLY MIGHTY MARVEL COULD TELL IT!
SCRIPT BY: SMILIN' STAN LEE
ART BY: JOLLY JACKIE KIRBY
INKING BY: GENTLEMAN JOE SINNOTT
LETTERING BY: HAMMY SAMMY ROSEN
VOTED THE GREATEST TALE OF THE MONTH!
(BY STAN AND JACK!)

WHEN YOU OR I GO FOR A SPIN, PUSSYCAT, WE HOP INTO THE OL' HOT ROD AND TAKE OFF! BUT, YOU WOULDN'T EXPECT THE F.F. TO BE AS CONVENTIONAL AS THAT, NOW, WOULD YOU?
HEY, STRETCH... WHEN DID YOU HAVE TIME TO DREAM UP A JAZZY FLYIN' FASTBACK LIKE THIS BABY?
I DIDN'T, BEN!
IT WAS AN UNEXPECTED GIFT... SENT TO ME BY AN AFRICAN CHIEFTAIN, CALLED... THE BLACK PANTHER!
IF ONLY JOHNNY WERE HOME FROM COLLEGE! HE'D BE IN SEVENTH HEAVEN BY NOW!
NEVER HEARD OF 'IM! BUT HOW DOES SOME REFUGEE FROM A TARZAN MOVIE LAY HIS HANDS ON THIS KINDA GIZMO?
'N WHY WOULD HE GIVE IT TO YOU?

HEY, EGGHEAD... WHAT HAPPENED? DIDJA LOSE CONTROL?
NO, BEN! RELAX... I JUST WANT TO SEE WHAT THIS SHIP WILL DO! ITS MANEUVER-ABILITY IS AMAZING!


IT SEEMS TO BE POWERED BY SOME SORT OF MAGNETIC WAVES...
AND, THESE PUSH-BUTTON CONTROLS MAKE HANDLING IT AS EASY AS DIALING A PHONE!
I WONDER HOW THE BLACK PANTHER... WHOEVER HE IS... GOT POSSESSION OF SUCH A SHIP?

BEN! IS ANYTHING WRONG? YOU'VE BEEN SO QUIET.. AND, YOU DON'T LOOK SO WELL!
WITH A FACE LIKE MINE, HOW CAN YA TELL?
BENJAMIN J. GRIMM! I'M SURPRISED AT YOU! YOU.. AN EX-AIR FORCE PILOT... AND THE STRONGEST MAN I KNOW... I THINK YOU'RE GETTING AIR-SICK!
IF WISHIN' YA COULD LAY DOWN 'N DIE IS A SYMPTOM --YER RIGHT, SUSIE!

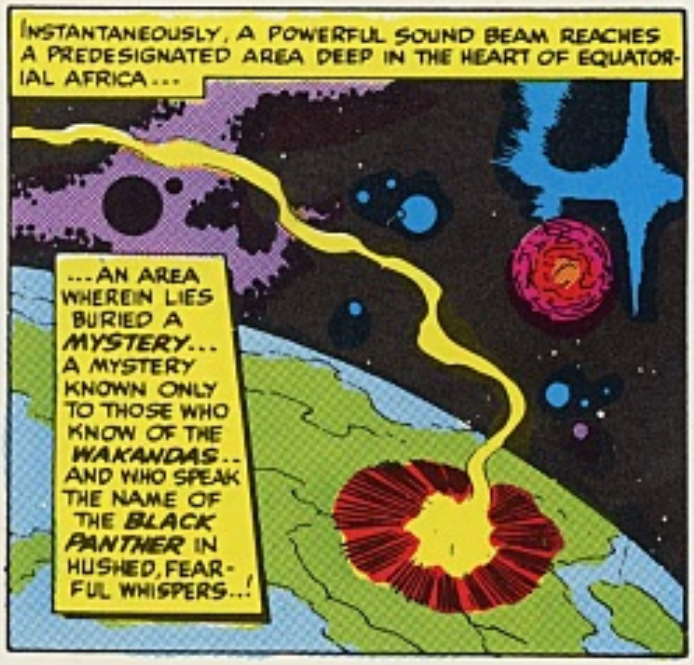

I THINK BEN'S PUTTING YOU ON, HONEY!
BUT, I'LL HEAD FOR THE BAXTER BUILDING NOW, ANYWAY! THE BLACK PANTHER'S EMISSARY IS WAITING FOR US ON THE LANDING-ROOF..!
I'M ANXIOUS TO HAVE HIM TELL ME MORE ABOUT OUR MYSTERIOUS BENEFACTOR!

THUS, A FEW SECONDS LATER...
THE SKY-CRAFT IS YOURS TO KEEP, MR. RICHARDS, IF YOU ACCEPT MY CHIEFTAIN'S INVITATION!
HE WISHES THE FAMOUS FANTASTIC FOUR TO BE HIS GUESTS IN THE KINGDOM OF WAKANDA!
THERE, HE SHALL ARRANGE THE GREATEST HUNT OF ALL TIME... IN HONOR OF YOUR VISIT!
WELL, WE COULD USE A VACATION!
BEN! DID YOU HEAR THAT? WE'RE GOING TO... OH, DEAR! YOU WEREN'T FOOLING!
YOU REALLY WERE AIR-SICK!
YOU'RE TELLIN' ME!

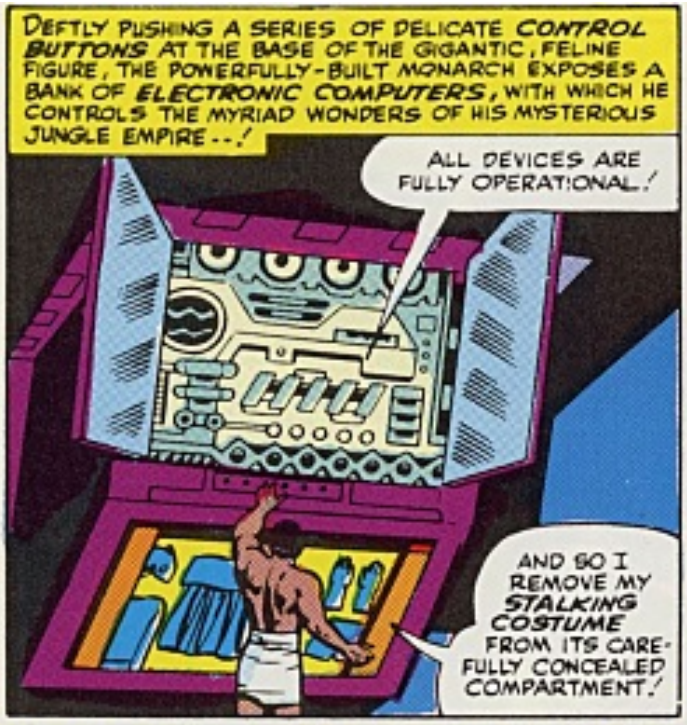
VERY WELL! AS SOON AS MY WIFE GIVES THE THING SOME DRAMAMINE FOR HIS AIR-SICKNESS, WE'LL BE DELIGHTED TO ACCEPT YOUR OFFER!
EXCELLENT, SIR!

I SHALL COMMUNICATE THESE GLAD TIDINGS TO THE BLACK PANTHER AT ONCE!
HE TOOK A METAL DEVICE FROM INSIDE HIS TOGA! BUT, IT'S SO SMALL..!
CAN HE ACTUALLY TRANSMIT A MESSAGE HALF-WAY 'ROUND THE GLOBE... WITH THAT?

YOU SEEM SURPRISED, SIR! ACTUALLY, THIS APPARATUS OPERATES BY C.C.W. ...COSMIC CHANNEL WAVES WHICH CAN BLANKET ALL OF EARTH!
AND NOW, BY YOUR LEAVE... AT THE MERE PRESS OF A BUTTON...
...I SHALL CONTACT MY CHIEFTAIN... IN WAKANDA!


INSTANTANEOUSLY, A POWERFUL SOUND BEAM REACHES A PREDESIGNATED AREA DEEP IN THE HEART OF EQUATORIAL AFRICA...
...AN AREA WHEREIN LIES BURIED A MYSTERY... A MYSTERY KNOWN ONLY TO THOSE WHO KNOW OF THE WAKANDAS.. AND WHO SPEAK THE NAME OF THE BLACK PANTHER IN HUSHED, FEARFUL WHISPERS..!

BUT NOW, AS THE FANTASTIC FOUR PREPARE FOR THEIR MOMENTOUS JOURNEY, LET US DO WHAT FEW WESTERN MEN HAVE EVER DONE---LET US GAZE UPON THE ENTHRONED FIGURE OF HIM WHO RULES THE WAKANDAS ...
MIGHTY CHIEFTAIN! THE SIGNAL HAS BEEN RECEIVED! YOUR OFFER IS ACCEPTED! THE FANTASTIC FOUR WILL COME TO WAKANDA!
AS I KNEW THEY WOULD! IT IS GOOD!
NOW, LET THE PREPARATIONS BEGIN! THIS SHALL BE THE GREATEST HUNT OF ALL!
RAISE THE TOTEM! LET THE RITUAL BEGIN!
THE TIME HAS COME FOR THE BLACK PANTHER TO STALK ONCE MORE!
THEN, AT A SINGLE GESTURE FROM THE PROUD CHIEFTAIN OF THE WAKANDAS, A STRANGE, CARVED FIGURE SWIFTLY RISES FROM ITS RESTING PLACE WITHIN A HIDDEN UNDERGROUND SILO ...
HO! YOUR BROTHER GREETS YOU THIS DAY! THE HUNT IS ABOUT TO BEGIN!

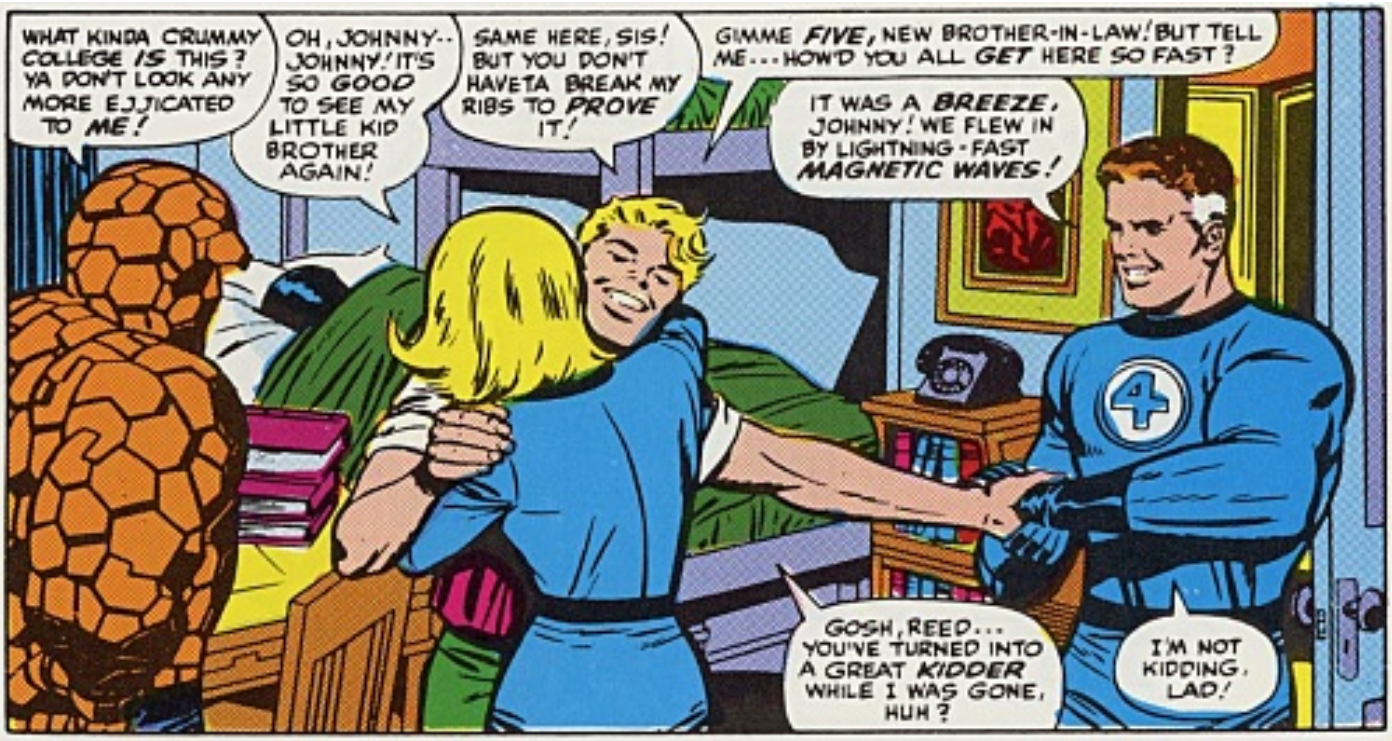

DEFTLY PUSHING A SERIES OF DELICATE CONTROL BUTTONS AT THE BASE OF THE GIGANTIC, FELINE FIGURE, THE POWERFULLY-BUILT MONARCH EXPOSES A BANK OF ELECTRONIC COMPUTERS, WITH WHICH HE CONTROLS THE MYRIAD WONDERS OF HIS MYSTERIOUS JUNGLE EMPIRE--!
ALL DEVICES ARE FULLY OPERATIONAL!
AND SO I REMOVE MY STALKING COSTUME FROM ITS CAREFULLY CONCEALED COMPARTMENT!

WHILE, IN A QUIET ROOM IN NORTHFIELD DORMITORY, ON THE CAMPUS OF METRO COLLEGE, WE FIND---
I WONDER IF I PASSED TODAY'S EXAM?
I SURE DON'T WANT REED, SUE AND BEN TO BE ASHAMED OF ME!
NOTHING BOTHERS OL' WYATT! I'M SURPRISED HE EVEN MANAGED TO STAY AWAKE DURING THE TEST!
I CAN'T WAIT TILL MORNING... TO HEAD BACK HOME FOR VACATION!

IT'S HARD... HARDER THAN I THOUGHT IT WOULD BE... TO CONCENTRATE ON MY COURSES... WHEN I CAN'T GET CRYSTAL OUT OF MY MIND!
BUT, I'VE GOT TO KEEP TRYING! UNTIL REED CAN FIND SOME WAY TO BREAK THE BARRIER THAT HOLDS HER PRISONER,* THERE'S NOTHING I CAN DO!
NOTHING BUT HOPE... AND DREAM... AND PRAY!
I'VE GOT TO SNAP OUT OF IT... AND I WILL! IF ONLY THE EVENINGS WEREN'T SO LONG..!

* IF YOU MISSED F.F. #48, DON'T TELL US! YOU KNOW HOW UPSET WE GET! ... SHAKY STAN.

HIYA, JOE COLLEGE! WHAT'S THE GOOD WORD, LITTLE ITTY BITTY BUDDY?
I'LL ITTY BITTY BUDDY YOU, YOU BLUE-EYED BIRDBRAIN!!
I KNOWED YA'D BE AS GOOD-NATURED AS EVER, JUNIOR!
LEGGO, BEFORE I GIVE YOU A HOT-FOOT BETWEEN WHERE YOUR EARS OUGHTTA BE!


WHAT KINDA CRUMMY COLLEGE IS THIS? YA DON'T LOOK ANY MORE EJJICATED TO ME!
OH, JOHNNY-- JOHNNY! IT'S SO GOOD TO SEE MY LITTLE KID BROTHER AGAIN!
SAME HERE, SIS! BUT YOU DON'T HAVETA BREAK MY RIBS TO PROVE IT!
GIMME FIVE, NEW BROTHER-IN-LAW! BUT TELL ME... HOW'D YOU ALL GET HERE SO FAST?
IT WAS A BREEZE, JOHNNY! WE FLEW IN BY LIGHTNING-FAST MAGNETIC WAVES!
GOSH, REED... YOU'VE TURNED INTO A GREAT KIDDER WHILE I WAS GONE, HUH?
I'M NOT KIDDING, LAD!

IT'S A NEW SHIP... OPERATES ON A BRAND NEW PRINCIPLE! IT WAS THE GIFT OF AN AFRICAN CHIEFTAIN!
NOW I KNOW YOU'RE CONNIN' ME! HOW DOES AN AFRICAN CHIEFTAIN LATCH ONTO A PLANE THAT FLIES BY MAGNETIC WAVES?
THAT, LITTLE PARTNER, IS JUST WHAT WE'RE GOING TO FIND OUT!
WE'RE LEAVING FOR WAKANDA-- RIGHT AWAY! AND YOU'RE GOING WITH US!

LIKE WOW, BROTHER-IN-LAW! THAT'S THE GEAREST!
BUT LOOK... CAN I BRING MY BUDDY, WYATT WINGFOOT? HE'LL FLIP!
SURE, JOHNNY!

ANY BUDDY OF YOURS IS A BUDDY OF OURS, JOHNNY BOY!
ONE THING GOOD ABOUT 'IM... ANY GUY WHO CAN SLEEP LIKE THAT AIN'T GONNA BE KEEPIN' US AWAKE BY JAWIN' ALL NIGHT!
HEY, KID... HE'S ALIVE, AIN'T HE?
IT'S HARD TO TELL, BEN. WYATT DOESN'T MOVE VERY FAST... UNLESS HE WANTS TO! BUT WHEN HE DOES... WATCH OUT!

AND NOW, LEST YOU THINK WE'VE FORGOTTEN ABOUT THEM, LET US BRIEFLY TURN OUR ATTENTION TO A REMOTE MOUNTAIN FASTNESS AT THE OTHER SIDE OF THE WORLD... WHERE A GROUP OF STRANGE INHUMANS ARE IMPRISONED BEHIND AN UN-BREAKABLE BARRIER...
HERE, WITHIN THIS GLISTENING DOME, IN THE GREAT REFUGE, THEY HAVE BEEN HELPLESSLY CONFINED AS THE DAYS ROLL ENDLESSLY BY...

BUT, THOUGH THEIR PLIGHT SEEMS TRULY HOPELESS, THEY REFUSE TO DESPAIR ...
YOU WASTE YOUR TIME, KARNAK! EVEN YOUR POWER CANNOT SHATTER A NEGATIVE ZONE!
IT COULD, GORGON--IF I COULD FIND THE ONE WEAK SPOT! PERHAPS I NEED MORE PRACTICE!
BUT YOU'VE BEEN SHATTERING THOSE DIAMOND BLOCKS FOR MONTHS!
I MUST KEEP MY HAND IN! WE MUST NEVER STOP TRYING!
EVERYTHING HAS ONE WEAK SPOT!! EVERYTHING!! EVEN THIS SEEMINGLY INDESTRUCTIBLE DIAMOND BLOCK!
BUT, A NEGATIVE ZONE IS DIFFERENT! IT CAN REPEL ANY POSITIVE MATTER!
NO! I'LL FIND A WAY! NOTHING CAN RESIST THE POWER OF KARNAK!
NOTHING!!
CLAAK!
IF I CAN SHATTER THE HARDEST SUBSTANCE KNOWN ON EARTH... WHY CAN'T I FREE US FROM THE PRISON OF THIS ACCURSED NEGATIVE ZONE??! WHY? WHY? WHY?
OH, KARNAK... IF ONLY YOU COULD! IF ONLY WE COULD ONE DAY REJOIN THE HUMAN RACE..!
STAND BACK! I'LL TRY AGAIN..!
IF I COULD SEE JOHNNY STORM ONCE MORE... FEEL HIS ARMS AROUND ME AGAIN... JUST ONCE MORE..
I'VE TOLD YOU, CRYSTAL.. YOU MUST FORGET HIM! YOU MUSTN'T TORTURE YOURSELF SO!
ARRRHHHH!
NO MORE, KARNAK... NO MORE! YOU'LL BREAK YOUR HAND! THERE MUST BE ANOTHER WAY!!
THEN, FROM A SECURELY-LOCKED CELL, HIGH ABOVE, THE MAD, CACKLING LAUGHTER OF MAXIMUS... THE POWER-CRAZED BROTHER OF BLACK BOLT.. TAUNTS THE DESPERATE LITTLE BAND WHOM WE KNOW AS... THE INHUMANS!
YOU'LL NEVER BE FREE! NEVER! NEVER! NEVER!
I AM THE RIGHTFUL KING... NOT BLACK BOLT!!
AND MY SUBJECTS MUST REMAIN WITH ME... FOREVER!!

WHAT MONUMENTAL IRONY! ONLY MAXIMUS KNOWS THE SECRET OF ESCAPING FROM THE NEGATIVE ZONE!! THUS, THE KEY WILL BE ETERNALLY LOCKED IN A MADMAN'S BRAIN!
AHH, BLACK BOLT.. IT IS YOU WHO ARE THE MIGHTIEST AMONG US... AND EVEN YOU STAND HELPLESS!
WE MUST NEVER ABANDON HOPE! I KNOW THE MAN I LOVE WILL NOT FAIL US! SOME DAY... SOMEHOW.. BLACK BOLT WILL FIND THE WAY TO FREE US ALL!
BUT, FOR ME, IT MAY BE... TOO LATE! WHAT IF JOHNNY STORM HAS FOUND ANOTHER?
I'LL NEVER STOP TRYING! NEVER! NEVER...
'TIS ALMOST GOOD THAT YOU HAVE LOST THE POWER OF SPEECH... FOR, OF WHAT USE ARE WORDS TO US..NOW?

AND THAT, FRANTIC ONE, IS ALL WE'LL SEE OF THE INHUMANS THIS ISH! WE JUST WANTED TO WHET YOUR APPETITE A BIT! BESIDES, IT'S TIME TO VISIT WAKANDA... SO C'MON..THE SAFARI'S JUST LEAVING...
SHIP APPROACHES! ALL GOES AS PLANNED!
AS THE CHIEFTAIN HAS PROMISED... THIS WILL BE HIS GREATEST HUNT!

THE JUNGLE LOOKS SO PRIMITIVE... SO UNDEVELOPED! ARE YOU SURE WE HAVE REACHED WAKANDA TERRITORY?
WE ARE VIRTUALLY AT OUR DESTINATION, MR. RICHARDS!
AND YOU WOULD DO WELL TO REMEMBER... IN THIS LAND, THINGS ARE NOT ALWAYS... AS THEY SEEM!

IT'S SO HARD TO BELIEVE THAT A SHIP SUCH AS THIS ONE COULD HAVE COME FROM A LAND WITH NO SIGN OF TECHNOLOGY ...OF INDUSTRIAL DEVELOPMENT..!
BEFORE YOUR VISIT IS ENDED, MRS. RICHARDS, YOU WILL FIND MANY MORE SURPRISING FACETS OF OUR LITTLE KINGDOM!
I DON'T LIKE IT! THERE'S SOMETHING OMINOUS IN THE AIR... AND YET, I DON'T WANT TO ALARM SUE!
IT'S TOO LATE TO TURN BACK NOW! I'LL JUST HAVE TO REMAIN ON GUARD!

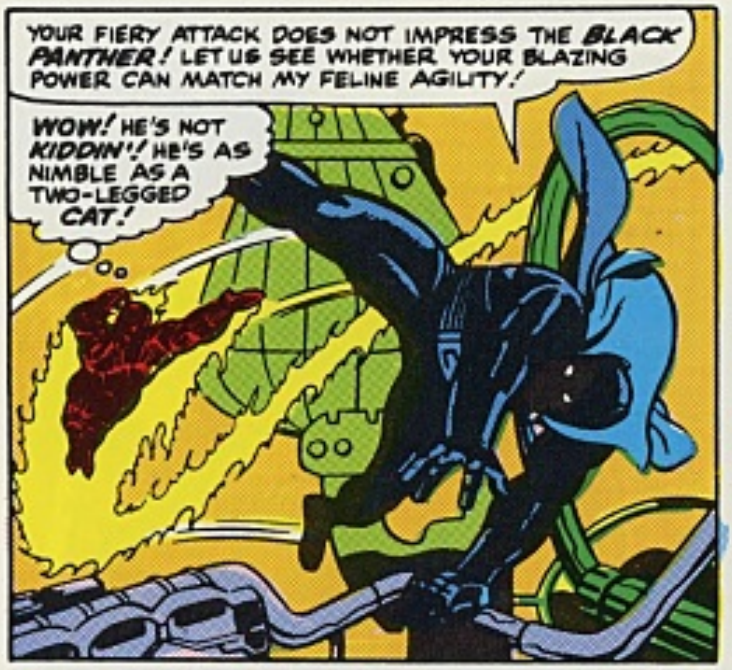
GOOD OL' WYATT! I GUESS HE'S JUST NOT MUCH FOR SIGHT-SEEING!
IF THEY HAD A KENTUCKY DERBY FOR SLEEPERS... I'D PUT MY WHOLE WAD ON HIM!
I'LL BET HE COULDA SNORED HIS WAY THROUGH THE BATTLE OF THE BULGE!

SUDDENLY... THERE IS A BREAK IN THE DENSE FOLIAGE BELOW...AND WITH UNERRING PRECISION, THE GRIM-LIPPED NATIVE PILOT GUIDES HIS SILENT SHIP INTO... A WORLD OF SHEER WONDERMENT..!
IT'S A STRANGE NEW LAND... HIDDEN FROM ABOVE BY A CONCEALING COVER OF GIANT TREES.
IT'S TRULY A JUNGLE... BUT LIKE NOTHING EVER SPAWNED BY NATURE! IT'S A MAN-MADE JUNGLE!
WHILE THE FLOWERS WHICH ABOUND HERE ARE HIGHLY COMPLEX BUTTONS AND DIALS! EVEN THE BOULDERS CAN BE HEARD TO HUM WITH THE STEADY PULSE OF COMPUTER DYNAMOS!
INDEED, YOU ARE CORRECT! THE ENTIRE TOPOGRAPHY AND FLORA ARE ELECTRONICALLY-CONTROLLED MECHANICAL APPARATUS! THE VERY BRANCHES ABOUT US ARE COMPOSED OF DELICATELY-CONSTRUCTED WIRES..
THEN, NO SOONER DOES THE AMAZING SHIP COME TO A VIBRATIONLESS HALT, THAN...
OUR GUIDE!! HE'S GONE! HE VANISHED BEHIND A NETWORK OF TUBES AND COILS!
STAY TOGETHER... ALL OF YOU! WHOEVER CREATED THIS ELECTRONIC NIGHTMARE HAS KEPT IT A SECRET FOR SOME DEADLY REASON!
PHOOEY! IT'LL TAKE MORE'N A MESS'A CHROME-PLATED NUTS 'N BOLTS TO SCARE ME!

HEY, LOOK! IT'S LAUGHIN' BOY! THAT'S WHERE HE DISAPPEARED TO! HE'S MAKIN' A GETAWAY DOWN THAT BLAMED ELEVATOR!
LUMBERING FOOL! YOU'LL NEVER REACH ME IN TIME!
I WON'T, HUH?
OKAY, SO YA MANAGED TO GIT DOWN TO YER RAT HOLE! I'LL RIP THE BLAMED PLATFORM RIGHT OUTTA THE GROUND, 'N THEN ---
AGGHHH-HHHH!
BEN!
IT WUZ A TRAP!... SOME KINDA ELECTRIC SHOCK... WAITIN' FER WHOEVER TOUCHED THAT METAL!
EASY, BIG FELLA.. EASY! LEAN ON ME, BEN... I'LL HELP YOU!
BUT... WHAT'D IT DO TO ME?? I--I'M AS WEAK AS A BLAMED YANCY STREETER..!
YOU WASTE YOUR TIME, JOHNNY STORM! NOTHING CAN HELP ANY OF YOU NOW!
THOSE ELECTRIC VOLTS HAVE CAUSED A CHAIN REACTION IN HIS BLOOD CELLS WHICH WILL WEAKEN HIM FOR FIVE MINUTES!
AND THAT IS ALL THE TIME THE BLACK PANTHER SHALL NEED!
'TWAS I WHO INVITED YOU FOR THE HUNT!
BUT, I NEGLECTED TO TELL YOU ONE THING...
IT IS YOU WHO SHALL BE HUNTED!

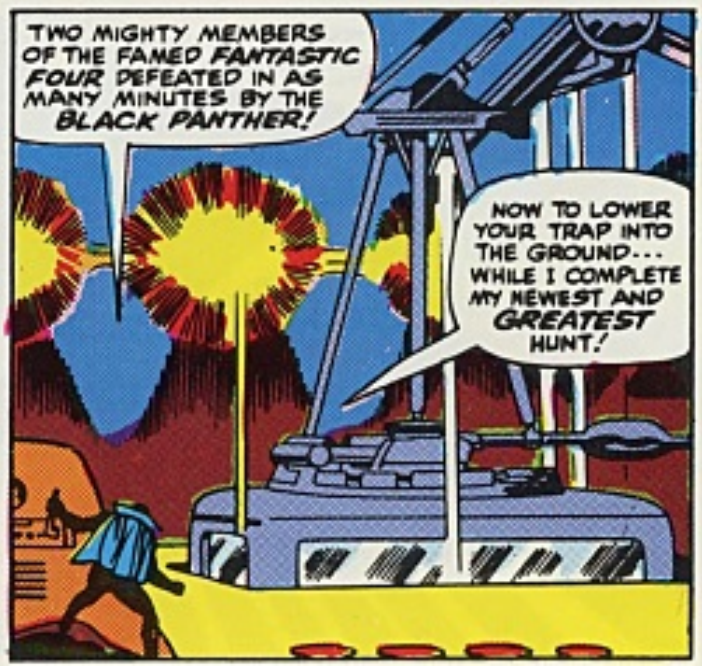
MISTER, IF THIS IS YOUR IDEA OF A JOKE, YOU MAY HAVE NOTICED... WE'RE NOT LAUGHING!
WINGFOOT! STAY BACK! THIS ISN'T YOUR FIGHT!
HE DUCKED UNDER MY BLOW WITH THE EASE OF THE BEAST FOR WHICH HE'S NAMED!
I WOULDN'T BET ON THAT, MR. RICHARDS!

HOLD IT, WYATT! WHEN MR. FANTASTIC BARKS AN ORDER... THAT'S IT, PAL!
ANYWAY, THIS KINDA THING IS MORE IN THE LINE OF THE HUMAN TORCH!
FLAME ON!


YOUR FIERY ATTACK DOES NOT IMPRESS THE BLACK PANTHER! LET US SEE WHETHER YOUR BLAZING POWER CAN MATCH MY FELINE AGILITY!
WOW! HE'S NOT KIDDIN'! HE'S AS NIMBLE AS A TWO-LEGGED CAT!

HA! YOU REACTED JUST AS I KNEW YOU WOULD... PLUNGING HEADLONG INTO THE FIREPROOF TRAP I'VE SO CAREFULLY PREPARED!
UH OH! JOHNNY BOY... WHAT HAVE YOU BLUNDERED INTO THIS TIME?

AN ASBESTOS DOOR... AUTOMATICALLY LOCKED BEHIND ME..CAN'T GET OUT!
VACUUM BLASTS! PUTTING OUT MY FLAME ... WEAKENING ME!! NO DEFENSE AGAINST THEM..! UHHHHH!


TWO MIGHTY MEMBERS OF THE FAMED FANTASTIC FOUR DEFEATED IN AS MANY MINUTES BY THE BLACK PANTHER!
NOW TO LOWER YOUR TRAP INTO THE GROUND... WHILE I COMPLETE MY NEWEST AND GREATEST HUNT!

AHH... MY PREY LEARNS QUICKLY! THEY HAVE ELECTED TO STOP AND PLAN BEFORE PLUNGING WITLESSLY INTO ANOTHER FOOLHARDY ATTACK!
THAT IS GOOD! A VICTORY TOO EASILY WON IS TOO SOON FORGOTTEN!

AND, SEPARATED FROM THEIR ASTOUNDING ANTAGONIST BY A VAST, MIND-STAGGERING COMPLEX OF UNFATHOMABLE ELECTRONIC MARVELS, WE FIND...
HE SAID I'D BE WEAK FOR FIVE MINUTES, BUT IT'S ONLY BEEN A COUPLE'A MINUTES AND I FEEL LIKE MY OL' BEAUTIFUL SELF AGAIN!
WHAT ABOUT JOHNNY? WHAT HAPPENED TO HIM?
EVEN THE BLACK PANTHER DIDN'T REALIZE HOW TRULY STRONG YOU ARE, BEN!
BUT, DON'T LAUNCH ANY NEW ATTACKS, OLD FRIEND, UNTIL I GIVE THE WORD!
BENEATH OUR FEET.. THE HUM OF POWERFUL GENERATORS... GIVING OFF LIMITLESS ENERGY!

BEN.. WAIT! WHAT ARE YOU DOING?!!
DON'T DO IT, MR. GRIMM! PUT THAT IRON DEVICE DOWN! PUT IT DOWN!
RELAX, STRETCHO! I'M JUST TESTIN' MY EVER-LOVIN' STRENGTH!

YOU GOTTA BE KIDDIN'!
THE ONLY GUY WHO GIVES ME ORDERS IS A GUY WHO CAN LICK ME!
AND THERE AIN'T NO SUCH ANIMAL!

LOOK, SIR... I'M NOT PRESUMING TO GIVE ORDERS TO ANYONE!
BUT, IT'S PATENTLY OBVIOUS THAT A SUPERIOR INTELLECT BUILT THIS ELECTRONIC JUNGLE... AND EVERYTHING YOU TOUCH MIGHT BE A FATAL BOOBY TRAP!
USE YOUR HEAD, BEN! WINGFOOT IS DEAD RIGHT!
OUR FIRST JOB IS TO LEARN MORE ABOUT WHAT WE'RE UP AGAINST!

AND I'M THE ONE TO DO THAT FOR YOU, SIR!
NO WONDER JOHNNY TOOK A SHINE TO THAT JOE! THE KID'S GOT WHAT IT TAKES!
THE BLOOD OF MY ANCESTORS.. THE GREATEST SCOUTS OF ALL TIME... FLOWS STRONG IN MY VEINS!
WE'LL STAY TOGETHER HERE TILL YOU RETURN, SON!

SUE, DARLING... DON'T WORRY ABOUT JOHNNY.. YET! THE PANTHER IS JUST TOYING WITH US NOW... TAUNTING US!
THE ODDS SEEM SO HOPELESS! WE'RE ON HIS HOME GROUND.. IN A FIGHT WHERE HE MAKES THE RULES... WHERE HE HAS PLANNED EVERYTHING BEFOREHAND!
IF ONLY WE COULD LEARN HIS MOTIVE!
SHEESH! YA WANNA BORROW MY CRYIN' TOWEL?!!
HEY.. LISTEN! WHAT'SAT?
DRUMS!! LOUD 'N CLEAR! IT MUST BE MOOD MUSIC TO BE CLOBBERED BY!
LOOK SHARP!! IT'S AN ATTACK SIGNAL OF SOME SORT!
THANKS FER TELLIN' US! WE MIGHTA THOUGHT IT WAS LAWRENCE WELK!
TAKE YOUR POSITIONS!! READY YOUR POLARITY GUNS! RELEASE SAFETY! AIM!
CLICK!
CLICK!
CLICK!
FIRE!
WHAT'SIS... A GAG? DO THEY EXPECT TO POLISH US OFF BY SHOOTIN' FLASHLIGHT BEAMS AT US?
THEY'RE NOT LIGHT BEAMS, BEN! FEEL THAT VIBRATION? WE'VE BEEN HIT BY MAGNETIC ANTI-POLARITY BEAMS!
WHAT DOES IT MEAN? WHAT ARE THEY..?
THEY MAKE OBJECTS REPEL EACH OTHER! WE CAN'T STAY TOGETHER... TILL THEY WEAR OFF!
THE PANTHER WANTS TO SEPARATE US... TO ATTACK US INDIVIDUALLY! TURN INVISIBLE WHEN YOU LAND, SUE!
IT'S GETTIN' SO THAT YA CAN'T POKE YER SNOOT OUTTA THE HOUSE WITHOUT RUNNIN' INTA SOME NEW REJECT FROM MAD SCIENTISTS, INCORPORATED!
THWUP!

I'M SLOWING DOWN! THE POLARITY GETS WEAKER ... THE FURTHER I GO FROM THE OTHERS!
AS SOON AS I TOUCH THE GROUND, I'LL TURN INVISIBLE AS REED SAID!
A LAUDABLE EFFORT, MRS. RICHARDS ... BUT YOU CANNOT HOPE TO EVADE THE BLACK PANTHER SO EASILY!
IT'S HIM! HE KNOWS I'M HERE!
I MUST BE PREPARED FOR ANY-THING!
IT IS NOT FOR NOTHING I AM CALLED THE BLACK PANTHER!
FOR, MY SENSES ARE SHARP AS A JUNGLE CAT'S!
I CAN'T TRUST INVISIBILITY ALONE!.. MUST RUN!
THOUGH A PANTHER MIGHT NOT SEE YOU, DO YOU THINK HE'D FAIL TO HEAR YOUR SOFT FOOT-FALLS?
HE'S RIGHT! MY ONLY CHANCE IS TO STAND STOCK STILL!
I OUTSMARTED HIM! BY STANDING NEAR THIS PULSATING GENERATOR, THE SOUND OF MY OWN FRANTIC BREATHING IS DROWNED OUT!
BUT... WHY IS HE STOPPING?
I APPLAUD YOUR CLEVERNESS, MRS. RICHARDS! BUT, YOU OVER-LOOKED ONE THING! EVEN WHEN A PANTHER CANNOT HEAR HIS VICTIM ... HE CAN ALWAYS DETECT THE SCENT!
HE'S STARTING TO TURN! HE'S FOUND ME!
AH! YOU HAVE OBLIGINGLY TURNED VISIBLE! THAT MEANS YOU ARE ABOUT TO RESORT TO YOUR DEFENSIVE FORCE FIELD, WHICH CAN ONLY BE EMPLOYED WHEN YOU LOSE YOUR INVISIBILITY!
YOU SEE, I HAVE MADE AN EXHAUSTIVE STUDY OF THE STRANGE POWERS OF YOUR FAMOUS TEAM!
A STUDY WHICH HAS SERVED ME IN GOOD STEAD!
HE WAS TOO FAST! HE LEAPED INSIDE MY FORCE FIELD BEFORE I COULD SEAL IT!

YOU ARE FORTUNATE IN ONE RESPECT, YOUNG LADY! UNLIKE THE CLAWS OF MY NAMESAKE, MINE HAVE THE POWER TO EMIT A HARMLESS SLEEP GAS!
OHHHH---!
BY THE TIME YOU AWAKEN, THE HUNT WILL BE OVER AND THE BLACK PANTHER SHALL HAVE WON HIS GREATEST VICTORY!
BY NOW, THE BLUNDERING TWINS SHOULD HAVE STUMBLED INTO THE SECOND TRAP I'VE PREPARED FOR HIM!
THE TIMING IS PERFECT!
THERE HE IS--- REFRESHING HIMSELF BY WASHING HIS FACE AT WHAT SEEMS TO BE A FOUNTAIN OF CRYSTAL-CLEAR WATER--!
I TRUST YOU'VE ENJOYED SPLASHING A DANGEROUS AMOUNT OF DEVITALIZING FLUID UPON YOURSELF!
†GLURRGLE! --- NUH--??
THAT LIQUID IS BUT ONE OF MANY TRAPS I'VE PREPARED TO SAP YOUR STRENGTH--!
...SAP IT JUST ENOUGH SO THAT WE TWO CAN BATTLE, HAND-TO-HAND!
FOR, IN ANY EQUAL MATCH, THE BLACK PANTHER IS CERTAIN TO WIN!
SAY, YOU 'N RICHARDS DIDN'T GO TO THE SAME PREP SCHOOL OR SOMETHIN', DIDJA?
IT'S MOST UNLIKELY! --- WHY?
YA BOTH GOT THE SAME CORN-BALL HABIT...
...YA CAN TALK A GUY TO DEATH WHILE YER FIGHTIN' 'IM!
PERHAPS, BUT I CAN DO FAR MORE THAN TALK--
..AS YOU SHALL SEE..!
AMONG OTHER THINGS, I HAVE LONG BEEN THE BOXING CHAMPION OF THIS ENTIRE CONTINENT!
WOK!
WELL GOODY FER YOU!..URPPP!

JUST STAY THERE, WISE GUY... TILL I GIT TO MY FEET! THAT'S ALL I ASK!
I SHALL BE HAPPY TO OBLIGE YOU!
FOR, AFTER ALL... UNTIL YOU STAND, I'LL BE DENIED THE EXQUISITE PLEASURE OF FLOORING YOU AGAIN!
GOTTA STEADY MYSELF! CAN'T FALL APART JUST 'CAUSE HE WEAKENED ME WITH THAT PHONY WATER!
THEN SUDDENLY... WITH FEROCIOUS SPEED TOTALLY BELYING HIS MAMMOTH BULK, THE THING STRIKES BACK...!
POW!
MEBBE THIS'LL SHUT YER YAP FER A WHILE!
NUTS! IF NOT FER DRINKIN' THAT BLASTED WATER, I'DA DEMOLISHED 'IM WITH THAT WHAP! BUT, I'LL BEAT 'IM ANYHOW!
YOUR COURAGE IS TRULY A MATCH FOR YOUR FAME!
BUT YOUR SKILL, ALAS, CANNOT NEARLY COMPARE WITH MINE!
YEAH? WE'LL SEE ABOUT THAT!
HE'S CHARGING INTO ME LIKE A MADDENED RHINO! I'VE GOT TO SIDESTEP, AND THEN...
LOOK OUT!! IF YOU UPSET THAT HIGH-VOLTAGE REFRIGERATION UNIT, IT'LL FREEZE YOU ALIVE WITHIN SECONDS!
BAM!
UNHHH! NOW YA TELL ME!!
TOO LATE!!
YOU ARE INDEED FORTUNATE, THING!
YOUR OWN MASSIVE STRENGTH WAS BEGINNING TO RETURN AGAIN AT THE EXACT MOMENT OF IMPACT!
THUS, YOU WILL SURVIVE THE DEEP FREEZE... THOUGH IT WILL TAKE YOU A WHILE TO THAW OUT!
AND NOW FOR YOUR LEADER... THE ONE WHOM I CONSIDER THE MOST DANGEROUS FOE OF ALL!
BUT, EVEN THE FABULOUS MR. FANTASTIC WILL BE NO MATCH FOR ME!

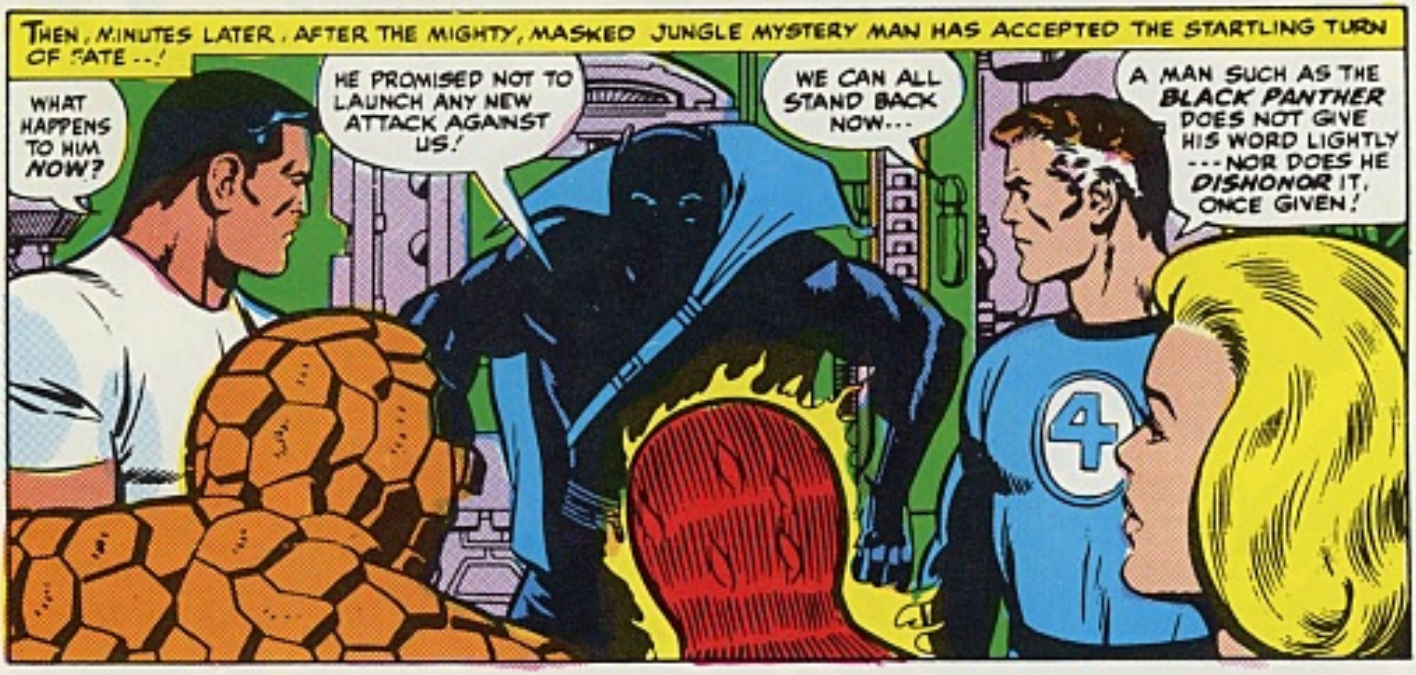
MEANWHILE, WHAT OF WYATT WINGFOOT? (...WE THOUGHT YOU'D NEVER ASK!)
SO! THE EDGE OF THE REAL JUNGLE, AT LAST! BUT, WHAT'S THIS?
A HIDDEN OBSERVATION POST... THE WAKANDAS HAVE BEEN SECRETLY MONITORING THE F.F.!
OUR CHIEFTAIN MUST DEFEAT ONLY ONE MORE TO ACHIEVE HIS GOAL OF TOTAL VICTORY!
THE BLACK PANTHER SHALL NOT FAIL!
BUT THEN, WITH THE STEALTHY SILENCE OF HIS PROUD, RED-SKINNED FOREBEARS, THE INDIAN YOUTH STRIKES!
IF I CAN CRIPPLE THE BLACK PANTHER'S COMMUNICATIONS, IT MAY HELP THE F.F.!
BAM!
LUCKY FOR ME THEY WEREN'T EXPECTING AN ATTACK! NOW IF THEY'LL JUST STAY OUT LONG ENOUGH..!
THERE! THEY WON'T BE ABLE TO SPY ON ANYONE ELSE WITH THESE ELECTRONIC SCANNERS!
AND NOW, I'D BETTER GET BACK TO THE OTHERS... WHILE I STILL CAN!
KRAK!
I'VE GOT TO FIND THEM AGAIN, AND LEAD THEM OUT OF THIS ARTIFICIAL JUNGLE INTO THE REAL ONE!
SO LONG AS THEY'RE SURROUNDED BY ALL OF THE BLACK PANTHER'S ELABORATE TRAPS, THE ODDS MUST BE AGAINST THEM!
BUT, MINUTES LATER, AS THE COURAGEOUS YOUTH REACHES HIS DESTINATION...
I'M TOO LATE!! THEY'RE GONE!
WAIT...WHAT'S THIS? THE GROUND...IT FEELS WARM!
IS THERE SOME SORT OF DYNAMO BENEATH ME, OR..CAN IT BE..?!!
THE INTENSITY OF THE HEAT KEEPS VARYING! THERE CAN BE ONLY ONE EXPLANATION...
IT'S THE TORCH! HE'S TRAPPED BENEATH ME... AND HE'S TRYING TO SIGNAL..TO CATCH MY ATTENTION!
NO MATTER WHAT.. I MUSTN'T FAIL HIM!

IF YOU CAN KEEP TRACK OF WHERE WE LEAVE EVERYONE DURING THESE STACCATO SCENE CHANGES, YOU'RE BETTER THAN WE ARE, FRANTIC ONE!--ANYWAY...
ONCE I HAVE BESTED YOU, RICHARDS, THE HUNT WILL BE ENDED!
MY WIFE!! WHERE IS SHE? IF YOU'VE HARMED HER..?
SHE IS SAFE ENOUGH... FOR NOW! I DO NOT CONSIDER FEMALES TO BE FAIR GAME!
HE'S POISED TO LEAP! IF I CAN LASSO HIM FIRST..!
I CAN DIVINE YOUR PURPOSE BUT YOU WILL FIND THAT I AM NOT SO EASILY OUT-MANEUVERED!
KLIK!
HE PLUNGED THE AREA INTO TOTAL DARKNESS! I CAN'T SEE!
REMEMBER... THE PANTHER IS ONE OF THE MOST DEADLY OF CATS!
AND, UNLIKE A MERE HUMAN, THE CAT IS NEVER BIGHTLESS IN THE DARK!
UHHHH..!
MR. FANTASTIC... LEADER OF THE FANTASTIC FOUR... HELPLESS BEFORE THE POWER OF THE BLACK PANTHER! MY HOUR OF TRIUMPH AT LAST!
BUT, ALTHOUGH UNABLE TO SEE HIS TAUNTING FOE... THE VALIANT REED RICHARDS CONTINUES TO STRUGGLE ...TO FIGHT BACK...TO LASH OUT IN A DESPERATE, RAGING FURY...
YOU HAVEN'T WON YET, PANTHER! NOT WHILE I HAVE ONE BREATH OF LIFE LEFT..!
I HAVE TO DODGE HIS ARMS..FOR ANOTHER FEW SECONDS..!

HERE I AM, RICHARDS! HERE I AM! IF YOU WANT ME, JUST REACH OUT--I'M WAITING FOR YOU!
HE'S DELIBERATELY GOADING ME--TRYING TO TRICK ME IN SOME WAY! BUT I MUST KEEP GROPING FOR HIM---I MUST GET HIM---SOMEHOW--!
I DON'T KNOW YOUR MOTIVE FOR ANY OF THIS---BUT YOU'LL LEARN--AS SO MANY HAVE LEARNED BEFORE YOU---THAT NOBODY ATTACKS THE FANTASTIC FOUR--
---NOT WITHOUT PAYING FOR THAT PRIVILEGE--AND PAYING IN FULL!
CLICK!
HE SWITCHED THE LIGHTS BACK ON! I CAN SEE AGAIN!
I KNEW YOUR GROPING HANDS WOULD EVENTUALLY FIND THEIR WAY INTO MY SPECIALLY-PREPARED TITANIUM CUFFS!
TLAK!
TLAK!
AND SO, THE TABLEAU ENDS! THE HUNT IS OVER!
THE BLACK PANTHER HAS WON!
NOT YET YOU HAVEN'T, MASKED MAN!
WHO SAID THAT?!!
WHY NOT JUST TAKE A WILD GUESS?!!
THE HUMAN TORCH! YOU'RE FREE AGAIN! BUT---HOW--??
YOU MEAN THERE'S SOMETHING YOU DON'T KNOW?!
LEMME BURN THOSE NUTTY CUFFS OFF YOU, BROTHER-IN-LAW!
NOW THAT MY SWINGIN' STRENGTH'S BACK, I JUST WANT ONE GOOD POKE AT 'IM!
I'LL KEEP HIM BUSY WITH A BOBBING FORCE FIELD, DARLING!
YOU'VE ALL BEEN LIBERATED FROM MY TRAPS! IT-IT CANNOT BE---!
WE SHOULD HAVE WARNED YOU, PANTHER ---THE F.F. DOESN'T MAKE A HABIT OF LOSING!

YOU CAN RELEASE YOUR FORCE FIELD NOW, SUE! HE'S LOST THE ELEMENT OF SURPRISE... AND, WITHOUT THAT, HE'S NO MATCH FOR US!
C'MON...TAKE A SWING AT ME! YA WANT ME TO GIT FRUSTRATED?!!
SURRENDER, PANTHER! IT'S THE ONLY CHOICE LEFT TO YOU!
HOW? HOW DID YOU DO IT? I MUST KNOW!

IT WAS OL' WYATT! HE FREED ME, AND I FREED THE OTHERS!
YOU TOOK EVERY PRECAUTION AGAINST THE GREATEST SUPER-POWERED TEAM IN THE WORLD...
...BUT, YOU OVER-LOOKED ONE FACTOR! SOMETIMES A MAN WITH NO SUPER POWERS CAN TIP THE SCALES FOR, OR AGAINST YOU!
ORDER YOUR MEN BACK, PANTHER! I DON'T WANT TO HURT ANY OF THEM..!


THEN, MINUTES LATER, AFTER THE MIGHTY, MASKED JUNGLE MYSTERY MAN HAS ACCEPTED THE STARTLING TURN OF FATE--!
WHAT HAPPENS TO HIM NOW?
HE PROMISED NOT TO LAUNCH ANY NEW ATTACK AGAINST US!
WE CAN ALL STAND BACK NOW...
A MAN SUCH AS THE BLACK PANTHER DOES NOT GIVE HIS WORD LIGHTLY --- NOR DOES HE DISHONOR IT, ONCE GIVEN!

BUT, I THINK YOU MIGHT REMOVE YOUR MASK NOW...AND TELL US WHAT THIS IS ALL ABOUT!
I SHALL DO AS YOU SAY--!
MY MASK IS NOT FOR CONCEAL-MENT--BUT RATHER A SYMBOL OF MY PANTHER POWER!

NOW THAT THE HUNT IS OVER--THE GAME IS ENDED...I SHALL OFFER YOU THE EXPLANATION...FOR YOU HAVE EARNED IT INDEED!

I AM, AS YOU SEE ME...HEREDITARY CHIEFTAIN OF THE WAKANDAS... AND PERHAPS THE RICHEST MAN IN ALL THE WORLD!
BUT, IT WAS NOT ALWAYS SO! MY TALE IS ONE OF TRAGEDY... AND DEADLY REVENGE--!
NEXT ISSUE:
"THE REASON WHY!"

THE FABULOUS F.F. LEARN THE SECRET OF THE BLACK PANTHER
"THE WAY IT BEGAN...!"
HAVING SUCCESSFULLY EVADED ALL THE UNCANNY TRAPS OF THE BLACK PANTHER, THE TRIUMPHANT FANTASTIC FOUR, ACCOMPANIED BY WYATT WINGFOOT, ARE AWARDED A HEROES' CEREMONY---
LET THE DANCE OF FRIENDSHIP BEGIN!
SHEESH! A BUNCH'A FRED ASTAIRES THEY AIN'T!
THOUGH THE WAKANDA TRIBE LIVES IN THE TRADITION OF THEIR FOREFATHERS, THEY POSSESS MODERN, SUPER-SCIENTIFIC WONDERS WE CAN ONLY MARVEL AT! THERE'S AN INCREDIBLE MYSTERY HERE--AND ONLY THE BLACK PANTHER HIMSELF KNOWS ALL THE ANSWERS!
THEY ARE NOT THE ORDINARY NATIVE TRIBE THEY SEEM TO BE!
RELAX, BEN! IT'S BETTER'N BEING SHOT AT BY THEM!
SCRIPT: STAN LEE
ART: JACK KIRBY
INKS: JOE SINNOTT
LETTERING: ARTIE SIMEK
0

I STILL DON'T GET IT! THEY TOSSED A BUNCH'A SCIENCE-FICTION GIZMOS AT US THAT DOC DOOM WOULD'A BEEN PROUD OF USIN'!
AND NOW THEY'RE ACTIN' LIKE THEY'RE ALL CHARGED UP ON ACCOUNT'A JUST INVENTIN' THE WHEEL!
DON'T WORRY, BEN-- OL' REED WON'T CUT OUT OF HERE TILL HE GETS HIMSELF SOME ANSWERS!
A FAT LOTTA GOOD THAT'LL DO! NOBODY'LL BE ABLE TO UNDER-STAND 'EM EXCEPT HIM!
AWRIGHT, BREAK IT UP--BREAK IT UP! WHAT'RE YA ALL GAPIN' AT, ANYWAY?
AINTCHA NEVER SEEN A BASHFUL, BLUE-EYED THING BEFORE?!!
LET'S GO, BEN! THE BLACK PANTHER IS INVITING US TO HIS PRIVATE QUARTERS!
WOW! WOTTA PAD! I'LL BET EVEN HUGH HEFNER COULDN'T IMPROVE ON THIS LAYOUT!
MAN! IF YA GOTTA LIVE IN THE JUNGLE, THIS SURE IS THE WAY TA DO IT! THERE MUST BE A LOTTA DOUGH IN BLACK PANTHERIN'!
STILL ANOTHER EXAMPLE OF THE OLD AND THE NEW, DARLING! LOOK AT THAT ELABORATE STEREO MUSIC SYSTEM--COMPLETE WITH TAPE RECORDER!
I JUST CAN'T BELIEVE WE'RE IN THE HEART OF THE JUNGLE!
MY GUESTS AND I DO NOT WISH TO BE DISTURBED!
YOU SEEM PUZZLED BY WHAT YOU HAVE SEEN! YOU SHOULDN'T BE!
AFTER ALL, I CAN AFFORD TO PAMPER MYSELF--TO INDULGE MY EVERY WHIM--ENJOY EVERY LUXURY! I'M ONE OF THE RICHEST MEN IN THE WORLD!
REMEMBER, I'VE SEEN, I BELIEVE YOU! BUT, THERE'S MORE TO YOUR STORY THAN MERE WEALTH--
YOU ARE PERCEPTIVE INDEED, RICHARDS!
ACTUALLY, THE BLACK PANTHER LIVES UNDER A TRAGIC CURSE!
BUT, MY TALE REALLY BEGINS WITH THE SPEAR AND SHIELD OF MY FATHER--T'CHAKA, THE WARRIOR KING!
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BUT, EVEN AS THE DRAMATIC BLACK PANTHER BEGINS HIS REVELATION, TWO MEMBERS OF THE TERRITORIAL PATROL COME UPON A STAGGERING DISCOVERY--
THE ENTIRE AREA SEEMS TO HAVE BEEN RIPPED UP--AS THOUGH BY GIANT HANDS! THERE ARE NO ANIMALS--NO BIRDS!! EVERY FORM OF LIFE HAS BEEN FRIGHTENED AWAY!
AND THESE HOLES IN THE GROUND--IMPOSSIBLE THOUGH IT SEEMS, THEY CAN ONLY BE TRACKS--THE FOOTPRINTS OF SOME GARGANTUAN CREATURE!
CAN IT BE THAT THE RUMORS OF MONSTROUS BEASTS ROAMING THE JUNGLE ARE TRUE?!!

AT FIRST, I THOUGHT THEY WERE JUST SUPERSTITION--OLD WIVES' TALES TO FRIGHTEN LITTLE CHILDREN! BUT NOW--I CAN ALMOST SENSE THE DANGER UPON US!
HOLD IT! DID YOU JUST FEEL THE GROUND TREMBLE--AS THOUGH BENEATH THE PRESSURE OF SOME TITANTIC WEIGHT?!!
THERE! I FELT IT AGAIN!! THERE'S NO DOUBT ABOUT IT--SOMETHING IS BEHIND US!

SWIFTLY TURNING, THE TWO MEN RECOIL IN MUTE SHOCK AT THE AWESOME SIGHT THAT GREETS THEIR EYES--AS THEY FIRE WILDLY--DESPERATELY, AT THAT WHICH CONFRONTS THEM--!
IT'S LIKE A GIGANTIC GORILLA--AN UNBELIEVABLE CRIMSON ANTHROPOID!!
CRAK!
CRAK!
KEEP FIRING! OUR ONLY CHANCE IS TO FRIGHTEN HIM AWAY WITH OUR GUNSHOTS!! IT'S TOO LATE TO RUN!

HOWEVER, THE GUNFIRE OF THE TWO COURAGEOUS PATROLMEN CAUSES A PHENOMENON FAR DIFFERENT THAN EITHER OF THEM EXPECTS--!
IT-IT SEEMED TO EXPLODE--RIGHT BEFORE OUR EYES!!
IT'S IMPOSSIBLE! IT CAN'T BE--!
AND YET--I SAW IT, TOO!
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THIS IS FAR STRANGER THAN ANYTHING WE EXPECTED!! MUCH BIGGER THAN THE TWO OF US CAN HANDLE!
YOU'RE RIGHT! WE'VE GOT TO GET BACK TO THE OUTPOST-- REPORT IT TO HEADQUARTERS!
BOK!
RRR!
LISTEN! BEHIND US-- THAT NOISE--FAR LOUDER THAN BEFORE!!
PERHAPS THE RED GORILLA HAS RETURN---! NO! LOOK!
IT'S EVEN BIGGER THAN THE GORILLA-- MORE POWERFUL-- MORE DANGEROUS!!
RRRRR RRRRR
IT CANNOT BE!! THERE ARE NO SUCH BEASTS!! IT IS NOT POSSIBLE! WE MUST BE GOING MAD!
I ALMOST WISH THAT WERE THE ANSWER--BUT WE BOTH KNOW WE SEE IT!
THERE IS MUCH MADNESS HERE-- BUT, IT DOES NOT LIE WITH US!
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THE GIANT ELEPHANT HURLS TREES ABOUT AS THOUGH THEY ARE MERE TWIGS! BUT, HE DOES NOT PURSUE US! WE ARE VIRTUALLY BENEATH THE NOTICE OF A CREATURE SO HUGE!
BUT WHERE DID IT COME FROM--AND WHAT IS IT?? WE'VE GOT TO FIND OUT!! WE'VE GOT TO LEARN WHAT'S HAPPENING IN THERE--LEARN HOW MANY MORE OF THOSE CRIMSON MONSTERS THERE ARE!
THIS IS THE EDGE OF WAKANDA COUNTRY! PERHAPS THE ANSWER LIES THERE--!

AND, SPEAKING OF THE WAKANDAS, IT'S TIME ONCE AGAIN TO REJOIN THE BLACK PANTHER AS HE CONTINUES HIS NARRATIVE--
MY FATHER WAS THE GREATEST, WISEST CHIEFTAIN IN ALL OF AFRICA!
AND, HIS SKILL AS A HUNTER WAS SECOND TO NONE!

YAWWWWW!
SO, I'M BORING YOU, AM I?
BEN! CUT THAT OUT!
AWW, I CAN'T HELP IT! I SAW THIS IN A MILLION JUNGLE MOVIES!
SUPPOSE I TELL YOU YOU'RE SITTING ON TWENTY MILLION DOLLARS!

DO YOU MEAN THIS MARBLE BENCH BENEATH US?
I DIDN'T EVEN PAY ANY ATTENTION TO IT! BUT, MARBLE ISN'T WORTH THAT MUCH MONEY!
LOOK CLOSELY, JOHNNY! THAT ISN'T MARBLE --!
YOU'RE RIGHT, SUE! IT'S SOME SORT OF GLISTENING METALLIC ORE!
SAY IT IN ENGLISH-- JUST FER ONCE!
THE NAME OF THAT METAL IS VIBRANIUM!

EVEN I KNOW THAT COMES FROM THE WORD VIBRATE! WHAT'S IT DO-- SHIVER UP A STORM IF YA TOUCH IT?
EXACTLY THE OPPOSITE, IRASCIBLE ONE! IT ABSORBS VIBRATIONS-- YOU MIGHT EVEN SAY IT SWALLOWS THEM!
BUT, WHAT MAKES IT SO VALUABLE?
DON'T YOU SEE, DEAR--?
IT CAN BE WORTH A FORTUNE TO OUR MISSILE PROGRAM ALONE! ROCKETS MADE OF VIBRANIUM WOULD NEVER GO OFF COURSE DUE TO VIBRATIONS!
THAT IS CORRECT, RICHARDS!

OUR VIRTUALLY INEXHAUSTIBLE SUPPLY OF VIBRANIUM COMES FROM THAT SACRED MOUND WHICH HAS BORDERED THE LAND OF THE WAKANDAS SINCE THE DAWN OF TIME!

EVERY WAKANDA CHIEFTAIN IS PLEDGED TO PROTECT THE SACRED VIBRANIUM WITH HIS LIFE--JUST AS MY FATHER WAS SO PLEDGED!
ALL HAIL T'CHAKA--GUARDIAN OF THE ETERNAL PEAK!

"MY FATHER WAS THE GREATEST CHIEFTAIN OF ALL! WISE IN COUNCIL--JUST IN JUDGEMENT--AND BRAVE IN BATTLE!"
"WHEREVER THERE WAS DANGER, THERE TOO WAS T'CHAKA--ALWAYS IN THE FOREFRONT--!"

"TO ME, HE WAS MORE THAN FATHER--MORE THAN WARRIOR--TO ME, HE WAS LIKE A GOD!"
ONE DAY I TOO SHALL BE CHIEFTAIN, FATHER!
AND I SHALL BE WORTHY OF ALL YOU HAVE TAUGHT ME!
BUT NOW, IT IS BEDTIME FOR THE LITTLEST CHIEFTAIN OF ALL!

LOOK, KIDDO--WHY DON'TCHA SAVE YER-SELF THE TROUBLE? I KNOW THE REST BY HEART! EVERY-THING WUZ HUNKY DORY UNTIL THE GREEDY IVORY HUNTERS MADE THE SCENE!
BEN! FOR THE LAST TIME, WILL YOU REMEMBER THAT WE'RE HIS GUESTS?!
DO NOT BE CON-CONCERNED, REED RICHARDS! I REALIZE MY TALE MAY SOUND CONTRIVED TO YOU!
YOU AINT JUST WHISTLIN' MATUSI, PAL!

YER TALKIN' TO A GUY WHO SEEN EVERY TARZAN MOVIE AT LEAST A DOZEN TIMES! AND I CAN RECITE YA HALF'A THE BOMBA, THE JUNGLE BOY BOOKS BY HEART!
SO YER LITTLE BEDTIME STORY AINT IMPRESSIN' ME! LET'S GIT TO THE PUNCHLINE, HUH?
THAT'S ENOUGH, BEN!

I DO NOT MIND THE THING'S INTERRUPTIONS!
PERHAPS MY TALE DOES FOLLOW THE USUAL PATTERN, EXCEPT FOR ONE THING! IT WAS NOT A GREEDY IVORY HUNTER WHO CAME TO OUR LAND! NO, IT WAS ONE FAR MORE DANGEROUS--FAR MORE EVIL--!
HE CALLED HIMSELF K'LAW, THE MASTER OF SOUND!--AND HE POSSESSED A WEAPON THE LIKE OF WHICH NO MAN HAD EVER SEEN BEFORE--A WEAPON WHICH COULD CONVERT SOUND INTO MASS!
THE FOOLS! THEY MOCKED ME WHEN I SAID THAT VIBRANIUM EXISTED! BUT NOW I HAVE FOUND IT, HERE IN THIS JUNGLE--AND, IT MUST BE MINE!
VIBRANIUM!! THE ONE ELEMENT I NEED--THE ONE ELEMENT WHICH WILL POWER MY SOUND TRANSFORMER--SO THAT I MAY CHANGE THE BASIC ENERGY OF SOUND INTO ANY LIVING FORM I DESIRE!
"I STILL REMEMBER THE SIGHT OF K'LAW, THE UNSMILING--K'LAW, THE MERCILESS--ORDERING MY FATHER TO GIVE UP OUR SACRED MOUND--OUR PRECIOUS ETERNAL ROCK--!"
YOU HAVE NO CHOICE! ONCE I GAIN POSSESSION OF THE WORLD'S ONLY SUPPLY OF VIBRANIUM, ALL THE RICHES OF EARTH SHALL BE MINE!
BEGONE! THIS LAND IS OURS! SO SPEAKS T'CHAKA, THE CHIEFTAIN!
THEN T'CHAKA SHALL SPEAK NO MORE!
GUN HIM DOWN--NOW!
"IT WAS THE FIRST TIME I HEARD THE SOUND OF GUNFIRE--A SOUND I WAS TO REMEMBER ALL THE DAYS OF MY LIFE--!"
CRACK! CRACK!
FATHER!! FATHER!
THEY HAVE SLAIN T'CHAKA!
BUT, HIS DEATH SHALL BE AVENGED!
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"I, WHO HAD LIVED IN THE JUNGLE SINCE BIRTH, HAD NEVER SEEN SUCH VIOLENCE AS I BEHELD THAT MOMENT--WHILE THE MACHINE-GUN FIRE OF KLAW FELL UPON OUR WARRIORS WITHOUT MERCY--!"

WE ARE HELPLESS BEFORE THE WITHERING FIRE OF THE INVADERS!!

FLEE, MY BRAVE ONES--FLEE! WE MUST LIVE TO FIGHT ANOTHER DAY!

"BUT, OVER THE NOISE OF THE GUNFIRE--ONE SOUND KEPT ROARING IN MY ANGUISHED BRAIN--THE SOUND OF A NAME--A NAME I WOULD HATE FOR ALL ETERNITY--! THE NAME OF--KLAW!"

WE GOT 'EM, KLAW! THEY'RE ON THE RUN! THE MOUND IS OURS!

IT'S MINE! MINE ALONE! IT BELONGS TO KLAW! ONLY TO KLAW!

JUST AS ALL THE WORLD WILL ONE DAY BE MINE!

"SECONDS LATER, THE FIRING HAD CEASED--BUT, THE DEADLY SILENCE WHICH FOLLOWED WAS MORE DEAFENING--MORE FRAUGHT WITH DREAD--THAN ALL THE THUNDER THAT HAD GONE BEFORE!"

FATHER!

MY FATHER--!

"IN THAT SPLIT-SECOND, MY BOYHOOD ENDED--AS THE NEW CHIEFTAIN OF ALL THE WAKANDAS WAS BORN--!"

FROM THIS MOMENT FORTH--I LIVE WITH BUT ONE THOUGHT--ONE AIM--ONE GOAL!! THIS DEED MUST BE AVENGED! KLAW SHALL PAY--IN FULL MEASURE!

I SHALL BE AS STRONG--AND AS FEARLESS--AS THE SACRED BLACK PANTHER!!* THIS DO I SWEAR TO T'CHAKA--MY FATHER WHO IS NO MORE!

*TO THE MALE WAKANDIAN, THE BLACK PANTHER REPRESENTS A FIGURATIVE GOD IMAGE, AND IS CONSIDERED TO BE A SACRED BEING--AS THE COW IS VENERATED IN INDIA.
--RELIGIOUS FANATIC STAN.

"SUDDENLY, I HEARD THE SOUND OF A MAN MUTTERING BEHIND ME! SILENTLY, WITH A SEETHING RAGE IN MY HEART, I TURNED--"

KLAW WOULD HAVE MY HIDE IF HE KNEW I ALMOST FORGOT HIS SOUND-BLASTER! I BETTER GET IT OVER TO HIM WHILE I CAN!

I DO NOT KNOW WHAT THAT OBJECT IS--BUT IT SHALL NEVER FIND ITS WAY BACK TO THE EVIL ONE!

THERE! THE FIRST BLOW HAS BEEN STRUCK AGAINST KLAW! THE FIRST OF MANY THAT SHALL ENDLESSLY FOLLOW, UNTIL HE HAS BEEN COMPLETELY DESTROYED!

NOW I MUST HASTEN AFTER HIM--WHILE THERE STILL IS TIME--!

"FINDING THE STRANGE WEAPON SURPRISINGLY LIGHT IN WEIGHT, I LIFTED IT, CARRYING IT WITH ME, UNTIL I REACHED THE GATES OF OUR VILLAGE, WHERE MY EYES BEHELD KLAW'S FINAL ACT OF VILLAINY--!"
MY PEOPLE—FLEEING FOR THEIR LIVES!! OUR VILLAGE IN FLAMES!!
THIS IS NO MAN I SEEK TO BATTLE!! TRULY, HE IS EVIL INCARNATE!! HIS VERY PRESENCE BEFOULS THE EARTH UPON WHICH HE STANDS!
OUT! DRIVE THEM OUT! THE MOUND OF VIBRANIUM MUST BELONG TO KLAW! ONLY I AM DESTINED TO BE SUPREME! ONLY I AM MASTER OF SOUND!
"WITHOUT CONSCIOUS THOUGHT, I AIMED THE FEARSOME OBJECT IN MY ARMS DIRECTLY AHEAD OF ME --WHILE MY FINGER BEGAN TO TIGHTEN ON THE TRIGGER, AS I CRIED--"
YOU HAVE SLAIN MY FATHER! YOU HAVE PUT THE TORCH TO OUR VILLAGE! AND NOW YOU MUST PAY--!
THE SOUND BLASTER!! HE'S ABOU. TO FIRE IT!
STOP HIM! HE DOESN'T KNOW WHAT HE'S DOING--!!
TOO LATE! HE DETONATED IT!
IT WAS AN ACCIDENT! HE DOESN'T EVEN KNOW HOW TO AIM IT! THE SHOT FELL SHORT!
I'LL MAKE SURE HE GETS NO SECOND CHANCE!
ZAK!
YOU LITTLE FOOL! YOU CANNOT REALIZE THE FORCES YOU ARE TAMPERING WITH! THE DEVICE YOU HOLD CONVERTS SOUND INTO PURE ENERGY! IN THE WRONG HANDS, IT CAN WREAK UNMENTIONABLE HAVOC!!
YOURS ARE THE HANDS THAT ARE WRONG, EVIL ONE--NOT MINE!
LOOK OUT! HE'S GONNA FIRE AGAIN!
THE LITTLE SAVAGE WOULDN'T DARE!
I SEE YOU STARTING TO SQUEEZE YOUR TRIGGER! BUT, YOU ARE TOO LATE--!
THIS IS FOR T'CHAKA--THE WARRIOR KING!
MY HAND!
ZAK!
9

RUN, KLAW--RUN! IT'S CERTAIN DEATH TO REMAIN HERE--WHILE ME HOLDS THE SOUND BLASTER!
BUT--THE VIBRANIUM!! I CAN'T GO WITHOUT THE VIBRANIUM--!!
YOU'LL HAVE TO! WE'RE NOT STAYING TO DIG IT UP FOR YOU! WE WANNA LIVE!
YOU'VE SHATTERED MY HAND--LOST ME MY MEN--BUT I'LL RETURN! THE VIBRANIUM WILL YET BE MINE!
THAT WAS TEN YEARS AGO--TO THE DAY!
I COULD NOT THEN PURSUE HIM, FOR THE SHOCK OF FIRING THOSE TWO MIGHTY BURSTS HAD DRAINED MY YOUTHFUL STRENGTH!
BUT, I KNOW HE WILL RETURN--I CAN SENSE THAT THE TIME HAS COME!
Y'KNOW--THAT STORY'S JUST PLAIN NUTTY ENUFF TO BE TRUE!
AND THIS TIME--I SHALL BE READY!
IT IS TRUE! I SOLD SMALL PORTIONS OF VIBRANIUM TO VARIOUS SCIENTIFIC FOUNDATIONS, ENABLING ME TO AMASS A FORTUNE--THE EQUAL OF ANY ON EARTH!
SO THAT'S HOW YA COULD AFFORD THAT FAR-OUT MECHANIZED JUNGLE OF YOURS!
THAT? I JUST DID IT FOR A LARK!
IT WAS A SIMPLE EXERCISE, TO TEST MY SKILL--FOR I HAD ATTENDED THE FINE UNIVERSITIES OF BOTH HEMISPHERES!
HOW ABOUT YER PANTHER POWER--THE WAY YA SEE IN THE DARK, 'N STUFF--!
A SECRET--HANDED DOWN FROM CHIEFTAIN TO CHIEFTAIN!
WE EAT CERTAIN HERBS--AND UNDERGO RIGOROUS RITUALS--OF WHICH I AM FORBIDDEN TO SPEAK!
BUT, WHY THE HECK DIDJA TRY TO TRAP US?!!
I HAD TO! YOU FOUR WERE THE SUPREME TEST!
IF I COULD FIGHT YOU TO A STANDSTILL, THEN I AM READY FOR--KLAW!
ALTHOUGH HE HAS KEPT HIDDEN FROM ME ALL THESE YEARS, I KNOW HE IS PLANNING TO--
WAIT!!
IT HAS COME! THE LONG AWAITED, CRITICAL DANGER SIGNAL!!
WHEEE
WHEEEEE
WHEEEEE
WHEEEE
CLICK
NOW, WHAT?
WOTTA DEAL! YA MOVE ONE OF THEM CRAZY PANTHER STATUES, AND THE WHOLE BLASTED WALL SLIDES BACK!
QUIET! THIS SENSA-SCOPE IS RECORDING THE APPROACH OF A NAMELESS MENACE --FROM THE DIRECTION OF OUR SACRED MOUND!
KLAW HAS RETURNED!

AND, JUST A SHORT DISTANCE AWAY, LUMBERING AWESOMELY INTO WAKANDA TERRITORY, WE SEE--
A GIGANTIC CRIMSON GORILLA! THE FORCE CANNON--FIRE IT! FIRE!!
WHOOM!
IT IS PREDICTED THAT KLAW, THE SOUND MASTER, WILL RETURN THIS DAY! BUT SUCH A SIGHT AS THIS--NONE COULD HAVE EXPECTED!
WE MUST STAND FAST WHILE WE MAY!
THE BLACK PANTHER WILL BE HERE WITHIN MINUTES!
WHAT IS AMISS? WHY DOES THE FORCE GUN NOT STOP HIM--??
EVEN AS THE FORCE BOLT STRIKES HIM, HE SEEMS TO BE GATHERING ITS ENERGY WITHIN HIS BODY--AND NOW--IT-IT IS NOT POSSIBLE--!
--HE TOOK THE FULL IMPACT OF THE BLOW--AND HURLS IT BACK AT US!
HE HAS DEMOLISHED OUR ADVANCE OUTPOST--WITH OUR OWN WEAPON!
WE DON'T KNOW WHAT'S UP, PANTHER--BUT IT'LL BE MORE FUN FIGHTING WITH YOU THAN AGAINST YOU!
THERE IS NO NEED FOR YOU TO SHARE THE DANGER! THIS IS A BATTLE FOR THE SON OF T'CHAKA!
HENCE, I SHALL DON MY RITUALISTIC GARB, AS THE BLACK PANTHER STALKS AGAIN!
FLAME ON!
IF EVERYONE ELSE CAN BE A CORNBALL, SO CAN I!
A LITTLE ACTION WILL BE GOOD FOR JOHNNY--TO STOP HIM FROM BROODING OVER CRYSTAL!
WAIT FOR ME, REED! WHATEVER IS OUT THERE--WE'LL FACE IT TOGETHER!
IT'S CLOBBERIN' TIME!
I'VE COME THIS FAR WITH THE F.F.--I MIGHT AS WELL GO ALL THE WAY!
11

SECONDS LATER, AS THE TORCH IS FIRST TO REACH THE GIGANTIC CRIMSON MONSTER--
WHAT CAN IT BE? IT'S SHAPED LIKE A GORILLA--BUT IT'S HAIRLESS--AND COLORED RED--AND LOOK AT THE SIZE OF IT--!
BUT THEN, SUDDENLY, THE FIERY YOUTH COMES TO A STARTLING REALIZATION--
HE SEEMS ALIVE--BUT HE ISN'T! HE CAN'T BE!
EVERY BEAST THAT LIVES FEARS MY FLAME --BUT HE DOESN'T!
AT THAT MOMENT...
LOOKA THAT, STRETCH! THEY MUST BE FILMIN' A NEW KING KONG!
BUT WHO EVER HEARD OF A RED, HAIRLESS GORILLA?
IT'S NOT A GORILLA, BEN! IT'S SOMETHING FAR MORE DANGEROUS!
WHAT DARLING? WHAT IS IT??
WHAT'SA DIFFERENCE? I'M GOIN' AFTER 'IM!
ANYTHING'S BETTER'N STAYIN' THERE 'N LISTENIN' TO ANOTHER ONE OF BIG DOME'S EXPLANATIONS!
BEN--STAY BACK! YOU CAN'T HURT HIM! LOOK HOW HE IGNORES MY FLAME!
FLAME, SHMAME! NOW WE'LL SEE IF HE CAN IGNORE A FISTFUL O' KNUCKLES!
NOBODY'S MAKIN' AN ACCORDION OUTTA MY LITTLE BUDDY!
I GOTTA MOVE FAST! NO TELLIN' WHAT HE MIGHT DO TO THE KID!
12

BUT, EVEN BEFORE THE ONRUSHING BATTLER CAN GET WITHIN STRIKING RANGE OF THE TOWERING CREATURE, THE TORCH'S OWN HEAT IS SUDDENLY MAGNIFIED, AND HURLED BACK AT THE STARTLED THING--!
WOOOSH!
LOOK OUT, BEN-- LOOK OUT!
HUH--??
GETTIN' HOTTER EVERY SECOND!! BUT--CAN'T FALL BACK NOW! THE TORCH NEEDS ME! HE NEEDS ME--!
GOTTA KEEP MOVIN' FORWARD --GOTTA BEAR THE HEAT--!
I'M GETTIN' CLOSER-- CLOSER--! NOW, ALL I GOTTA DO-- IS--
--LAND ONE SOLID SOCK-- THAT'S ALL I-- HEY! I DID IT!
JUST IN TIME, BENJY! YOUR PUNCH MADE HIM LET ME GO!
BLOOM!
BUT, BEFORE THE ORANGE-SKINNED CLOBBERER CAN ENJOY HIS VICTORY-- LOOK WHAT HAPPENS--
THAT NOISE!! IT ALMOST DEAFENED ME! WHA-WHAT WAS IT?
DON'TCHA KNOW A SONIC BOOM WHEN YA HEAR ONE, JUNIOR! BUT, I DON'T GET IT-- IT CAME FROM THAT OVER-SIZE APE--!
HOW IN THUNDERATION DID HE BREAK THE SOUND BARRIER!??
I'LL ANSWER YOU LATER, BIG BUDDY! RIGHT NOW, I WANNA ENJOY SINKING INTO SUSIE'S FRIENDLY LITTLE FORCE FIELD!
DIDJA EVER HAVE A FEELIN' YA GOT STUCK IN THE WRONG NIGHTMARE?
I GOT THEM, REED! JUST IN TIME!
13

GET THEM DOWN QUICKLY, SUE! THEY DON'T KNOW WHAT THEY'RE FIGHTING!
WHAT IS IT, DARLING? SOME SORT OF A GIANT ROBOT?
NO! IT'S MORE UNCANNY THAN THAT! IT'S SOMETHING THAT CANNOT EXIST!
RUMBLINGS! IN THE DISTANCE! COMING CLOSER--!
JOHNNY'S LAPSED INTO UNCONSCIOUSNESS! BUT HE'LL BE ALL RIGHT! IT'S JUST THE SHOCK OF HIS FLAME BEING SNUFFED OUT SO SUDDENLY!
THANK HEAVENS THAT'S ALL IT IS! BUT, WHAT DO WE DO NEXT?
ME, I FEEL LIKE FINDIN' OUT ONCE 'N FER ALL IF BUFFERIN WORKS FASTER THAN ASPIRIN!
QUICK--TAKE COVER! SOMETHING IS COMING! JUDGING BY ALL THE SIGNS, IT'S SOMETHING ENORMOUS!
THERE'S NO PLACE WE CAN RUN TO! WE'LL JUST HAVE TO STAND FAST AND FIGHT IT!
BUT, REED--WHAT IS IT? WHAT WAS THAT HORRIBLE RED CREATURE?
YOU SOUNDED BEFORE AS IF YOU KNEW!
I DO KNOW!--THOUGH I ALMOST WISH I DIDN'T!
WHATEVER'S HEADING THIS WAY, MOTHIN'S SO BIG THAT I CAN'T STOP 'IM WITH A ROCK IN THE HEAD!
YOU'RE WASTING YOUR TIME, BEN!
DON'T YOU REALIZE --IT MAGNIFIES WHATEVER STRIKES IT--AND FEEDS THAT SAME FORCE BACK--MORE DEADLY THAN EVER --TO ITS OWN ATTACKER!
BUT, WHY DON'T NOTHIN' HURT IT??
THINK, BEN!! HOW CAN YOU HURT--A SOUND?
A SOUND?!!
EXACTLY! DON'T YOU REMEMBER THE BLACK PANTHER TELLING US THAT KLAW CALLED HIMSELF THE MASTER OF SOUND!
DIDN'T HE HAVE A METHOD OF CONVERTING SOUND INTO LIVING MATTER??
BUT, EVEN AS REED RICHARDS BEGINS HIS ASTOUNDING EXPLANATION, THE BLACK PANTHER, EMULATING HIS NAMESAKE, TAKES TO THE TREES IN SEARCH OF HIS PREY--
KLAW COULD NEVER CREATE HIS DEMONIACAL SOUND MONSTERS WITHOUT THE AID OF MANY COMPLEX SCIENTIFIC MACHINES!
AND, IN ALL OF WAKANDA TERRITORY, THERE IS BUT ONE PLACE WHERE SUCH EQUIPMENT COULD BE HIDDEN--!
IT IS THERE, I KNOW, THAT I SHALL FIND THE ONE I MUST DESTROY!
14

SOFTLY, SILENTLY, THE BLACK PANTHER DROPS TO THE GROUND, A FEW MINUTES LATER--LANDING WITH THE GRACE AND EASE OF A TRUE FELINE--!
THIS PORTION OF MY BELOVED JUNGLE--LAID WASTE BY THE POWER OF KLAW, AND HIS DEADLY CREATIONS!
BUT, FROM THIS MOMENT ON --HE WILL DESTROY NO MORE!
THIS HIDDEN CAVE-- THE LARGEST IN WAKANDA--HE COULD SAFELY CONCEAL ANYTHING WITHIN ITS DEPTHS!
EVEN IN THE SHADOWS-- EVEN IN THE GLOOM--HE IS UNMISTAKABLE! I HAVE FOUND MY QUARRY!
FIRST, I'LL DISPOSE OF THESE TWO UNSUSPECTING GUARDS!
AND THEN, THE REAL CHALLENGE WILL COME--WHEN I'M FACE-TO-FACE WITH KLAW, AT LONG LAST!
I WAS RIGHT! IT IS HIM!
AND THAT MUST BE HIS MASTER CONVERSION SYSTEM FOR CHANGING BASIC SOUND INTO LIVING MATTER!
AT LAST I'M READY TO LAUNCH MY MAIN ATTACK!
FOR YOU, KLAW, THERE SHALL BE NO MORE ATTACKS! FOR YOU--THERE IS ONLY RETRIBUTION!
THAT VOICE!! I LAST HEARD ONE LIKE IT TEN YEARS AGO-- BUT I CAN NEVER FORGET IT!
THE BLACK PANTHER! THE ONE WHOSE NAME IS MUTTERED IN WHISPERS THRUOUT AFRICA! I THOUGHT YOU WERE JUST A LEGEND--A MYTH!! BUT--YOU DO EXIST!
I EXIST! I HAVE EXISTED, WAITED, PLANNED, ALL THIS TIME--UNTIL THIS DAY WHEN MY FATHER'S DEATH SHALL BE AVENGED!
NEVER! IT IS YOU WHO SHALL PERISH! FOR I AM STRONGER NOW THAN BEFORE!
AND, THANKS TO YOU, I CARRY A DEADLY WEAPON IN PLACE OF A RIGHT HAND!
15

MAN! YOU BACK AWAY! YOU CAN SENSE THE POWER SEETHING WITHIN THE METAL FORCE GLOVE I HAVE CREATED FOR MYSELF!
A GLOVE WHICH CAN NEVER LOSE ITS ENERGY, FOR IT IS ACTIVATED BY THE SLIGHTEST SOUND!
USE IT THEN!! NO MATTER HOW SKILLFUL YOU ARE, THE BLACK PANTHER CAN DODGE ITS IMPACT!
TIME ENOUGH TO RAM THOSE WORDS DOWN YOUR THROAT LATER!
NOW, SINCE YOU THINK YOUR PANTHER POWER CAN SAVE YOU, I'LL PROVE HOW WRONG YOU ARE!
BEFORE YOU CAN MAKE ANOTHER MOVE, I'LL GIVE YOU A LITTLE DEMONSTRATION OF HOW FAST, AND HOW DEADLY MY SOUND CONVERTER CAN BE--!
CLICK!
ONLY KLAW CAN INSTANTANEOUSLY CHANGE THE BASIC ENERGY OF SOUND--AND TRANSFORM IT INTO A SIMULATION OF ANY LIVING CREATURE--
AND, WHAT CAN BE MORE IRONIC--MORE JUST--THAN HAVING YOU MEET YOUR FATE BENEATH THE TALONS OF ANOTHER BLACK PANTHER--A FAR SUPERIOR ONE!
RR
RR
THUS, DOES THE MASTER OF SOUND EXACT HIS FINAL REVENGE!
BUT, JUST IN CASE THE PRECEDING SEQUENCE WAS TOO NERVE-WRACKING IN ITS SHEER, STARK INTENSITY, WE'LL EXERCISE OUR EDITORIAL PEROGATIVE BY BRIEFLY SWITCHING SCENES ONCE MORE, AS WE REJOIN THE GIGANTIC RED ELEPHANT WHICH IS CHARGING MURDEROUSLY TOWARDS THE INDOMITABLE THING--
YOU DON'T SCARE ME, DUMBO! IF YER FEELIN' HUNGRY--HERE'S A KING-SIZED PEANUT TO CHEW ON!
CRASH!
16

BUT, NO SOONER DOES THE MOUNTAINOUS BOULDER STRIKE THE CHARGING BEAST, THAN IT CRUMBLES INTO A THOUSAND SMALLER FRAGMENTS, RICOCHETTING BACK AT THE DUMBFOUNDED HUMAN POWERHOUSE--!
WHOOM!
IF THERE'S ONE THING THAT REALLY BUGS ME, IT'S A WISE-GUY ELEPHANT!
IT'S THE ONES LIKE YOU THAT MAKE A JOKE OUTTA "BE KIND TO DUMB ANIMALS WEEK"!
BUT, I GOT NEWS FOR YA, BIG BOY! YA MADE ONE REAL BAD MISTAKE--
JUST BECAUSE I GOT A SWEET, INNERCENT, BLUE-EYED FACE, YA THOUGHT BASHFUL BENJAMIN WOULD BE A PUSHOVER--!
BUT, NOW I'M GONNA--
HEY! WHAT'S GOIN' ON?! THIS IS CRAZY!! IT-IT DON'T MAKE SENSE--!
THE MORE PRESSURE I PUT ON 'IM, THE MORE IT HURTS ME--JUST LIKE HE'S REFLECTIN' IT ALL BACK--LIKE A MIRROR!
GOTTA LET UP ON 'IM! MY OWN STRENGTH ALMOST FINISHED ME OFF--!
HE'S STARTIN' TO FADE AWAY--LIKE SOME KINDA GHOST!! BUT HE WUZ REAL--I KNOW HE WUZ--!
WYATT! THE ELEPHANT'S GONE! SEE IF BEN NEEDS ANY HELP--WHILE I LOWER SUE AND JOHNNY TO THE GROUND!
HE SEEMS ALL RIGHT, MR. RICHARDS! HE'S STARTING TO GET UP!
'COURSE I'M AWRIGHT! I WUZ JUST TRYIN' TO FIND ME A FOUR-LEAF CLOVER!
17

LEGGO MY PAW, KID! I CAN GIT UP BY MY LONE-SOME!
I WOULDN'T HAVE BELIEVED ANYBODY COULD BATTLE A GIANT ELEPHANT TO A STANDSTILL!
THEY CAN'T! BUT I AIN'T ANYBODY!
I MUST'A BEEN UNCONSCIOUS! WHAT HAPPENED TO BIG BEN?
HE'S ALL RIGHT, JOHNNY! HE TRIED TO TACKLE THAT CRIMSON ELEPHANT SINGLE-HANDED, EVEN THOUGH I WARNED HIM IT WAS HOPELESS!
YOU SEE, BEN--THERE ARE SOME PROBLEMS THAT RAW STRENGTH ALONE JUST WON'T SOLVE!
WELL, IF YA EXPECT TO GIT RID'A THEM LIVIN' ANIMAL CRACKERS BY RECITIN' POETRY AT 'EM, COUNT ME OUT!
REED, DARLING--WHAT CAN WE DO? IT ALL SEEMS SO HOPELESS!
THE BLACK PANTHER! HE'S THE ONE WHO HOLDS THE KEY TO ALL THIS! BUT--WHERE IS HE? WHAT HAPPENED TO HIM?
REED RICHARDS MAY NOT KNOW WHAT HAPPENED TO THE MYSTERIOUS WAKANDA CHIEFTAIN, BUT WE DO--DON'T WE--?
PRRR
IT ISN'T POSSIBLE! HE'S OUT-FIGHTING MY OWN GIANT PANTHER!
HIS SPEED--HIS STRENGTH--HE'S LIKE A HUMAN PANTHER HIMSELF!
ENOUGH! I SEE NOW THAT I MAY TOY WITH YOU NO LONGER! IT IS TIME FOR MY SUPREME WEAPON TO BE BROUGHT INTO PLAY!
HE MERELY PUSHED A LEVER--AND THE BEAST IS VANISHING--AS THOUGH HE HAS NEVER EXISTED!
IT WAS NO ILLUSION, SON OF T'CHAKA! I HAVE MERELY RECONVERTED HIM--BACK TO BASIC SOUND!
AND NOW, USING MY SOUND-POWERED FORCE GLOVE, I'LL CHANGE THE BASIC STRUCTURE OF YOUR BODY!
THEN, WITH THE BLACK PANTHER GONE, I'LL SEIZE THE TREASURE OF THE WAKANDAS! THE SACRED MOUND OF VIBRANIUM WILL BE MINE--AT LAST!
NEVER--WHILE A TRIBESMAN LIVES!
THEN THEY MUST DIE--STARTING WITH YOU--!
18

BUT, BEFORE THE MAD MASTER OF SOUND CAN ACTIVATE HIS STRANGE WEAPON, THE BLACK PANTHER, MOVING AS SWIFTLY AS HIS NAMESAKE, HURLS THE FATAL POWER SWITCH WHICH HIS NIMBLE FINGERS HAD BEEN SILENTLY GROPING FOR--!
MY CONVERTER! IT-IT'S BEING BLOWN APART!!
IT WAS TO END THIS WAY-- IN THE NAME OF JUSTICE!
YOU DID NOT REALIZE-- I AM A SCIENTIST, TOO--!
THUS, I COULD TELL WHICH LEVER TO THROW IN ORDER TO OVERLOAD YOUR DELICATE ELECTRONIC CIRCUITS!
AND NOW, ONLY MY PANTHER SPEED CAN SAVE ME FROM THE HOLOCAUST WHICH IS ABOUT TO BEFALL--!
IT'S OVER! THE CAVE IS DESTROYED! NEVERMORE SHALL THE MASTER OF SOUND'S UNCANNY MONSTERS THREATEN MY LAND!
MAY YOUR ETERNAL SLEEP BE A PEACEFUL ONE, T'CHAKA MY FATHER!! THIS DAY YOU HAVE BEEN AVENGED!
AT THAT MOMENT, THOUSANDS OF YARDS AWAY, FIVE PAIR OF STARTLED EYES SEE THE ELECTRIFYING UPHEAVAL--
THAT ENTIRE HILL--IT'S BEEN SHATTERED INTO NOTHING-NESS!
WHAT IS IT, REED? WHAT DOES IT MEAN?
I'M NOT SURE, JOHNNY--BUT I HAVE A FEELING THAT THE BLACK PANTHER IS SOMEHOW RESPONSIBLE!
THE SOUND IS DEAFENING!! IT'S LIKE THE END OF THE WORLD! HOLD ME, MY DARLING--!
HEY! LOOK--OVER THERE! A COUPLE MORE OF THEM REFUGEES FROM GOD-ZILLA!
BUT--THEY'RE FADING AWAY!! THEY MUST SOMEHOW BE LINKED TO THE EXPLOSION!
WHATEVER IT WAS THAT HAS BEEN DESTROYED, MUST HAVE BEEN THE THING THAT CREATED THEM!
13

IT WAS KLAW WHO CREATED THEM--KLAW, WHO, IN HIS MADNESS, LEARNED THE INCREDIBLE SECRET OF TRANSFORMING SOUND INTO MASS!
BUT, I DESTROYED HIS ELECTRONIC EQUIPMENT! IT WOULD TAKE HIM A LIFETIME TO REPLACE IT--IF HE SURVIVED!
SO THAT'S WHY THEM NUTTY ANIMALS FADED AWAY!
THEN YOUR MISSION IS ENDED!

YES--THE MASTER OF SOUND HAS BEEN DEFEATED!
BUT, SOMEHOW, I CANNOT BELIEVE IT IS OVER! I CANNOT BELIEVE THAT THE BLACK PANTHER WILL STALK NO MORE!
DON'T GIT ALL SHOOK UP, PAL! MEBBE THE YANCY STREET GANG CAN USE YA!
BENJAMIN J. GRIMM! THAT WASN'T FUNNY!
WELL, YA CAN'T WIN EM ALL!

THERE'S NO REASON FOR THE BLACK PANTHER'S CAREER TO COME TO AN END! THE WORLD WILL ALWAYS HAVE NEED OF A DEDICATED, POWERFUL FIGHTER AGAINST INJUSTICE!
REED'S RIGHT, FELLA! THE WAY THINGS ARE GOING TODAY, YOU NEVER HEAR OF A SUPER-HERO BEING OUT OF WORK!
I SHALL DO IT! I PLEDGE MY FORTUNE, MY POWERS--MY VERY LIFE --TO THE SERVICE OF ALL MANKIND!
ANYWAY, WITH A COSTUME LIKE THAT, YA CAN ALWAYS BECOME A RASSLER, OR A NEW KINDA FOLK SINGER!

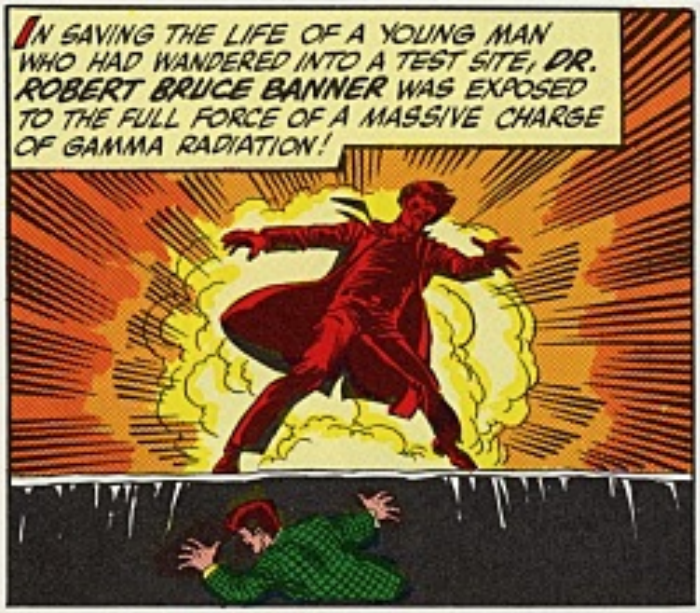
BUT, EVEN AS THE GALLANT BLACK PANTHER DEDICATES HIMSELF TO AIDING HUMANITY; AMIDST THE CARNAGE AND RUBBLE OF THE SHATTERED HILLOCK, ANOTHER TYPE OF DEDICATION IS ABOUT TO BE MADE--
MY LIFE'S WORK--SHATTERED--RUINED--ALL BECAUSE OF T'CHAKA'S SON AGAIN!
BUT, BY SOME STRANGE QUIRK OF FATE --THE MASTER OF SOUND STILL LIVES!
AND, MY CONVERTER STILL POSSESSES A GLIMMER OF ENERGY--PERHAPS ENOUGH FOR ONE FINAL TRANS-FORMATION!!

THERE IS ONE EXPERIMENT I NEVER DARED TO MAKE--ONE CHALLENGE I NEVER DARED ACCEPT!
I NEVER LEARNED WHAT WOULD HAPPEN IF--A HUMAN ALTERED HIS OWN BASIC STRUCTURE VIA MY SOUND TRANSFORMER!!

IF I SURVIVE, I'LL EMERGE WITH POWERS FAR DIFFERENT THAN THOSE EVER POSSESSED BY MORTAL MAN--!

POWERS ENOUGH TO ENABLE ME TO DESTROY THE ACCURSED BLACK PANTHER--
--AND, AFTER HIM--ANY-ONE ELSE I SO CHOOSE!
IT IS NOT UNLIKELY THAT WE SHALL MEET THE BLACK PANTHER AND HIS ARCH-FOE, KLAW, ONCE AGAIN--BUT, TILL WE DO, DON'T MISS THE START OF A BRAND-NEW STORY LINE NEXT ISH! YOU KNOW HOW IT UPSETS US WHEN YOU'RE NOT IN AT THE BEGINNING!

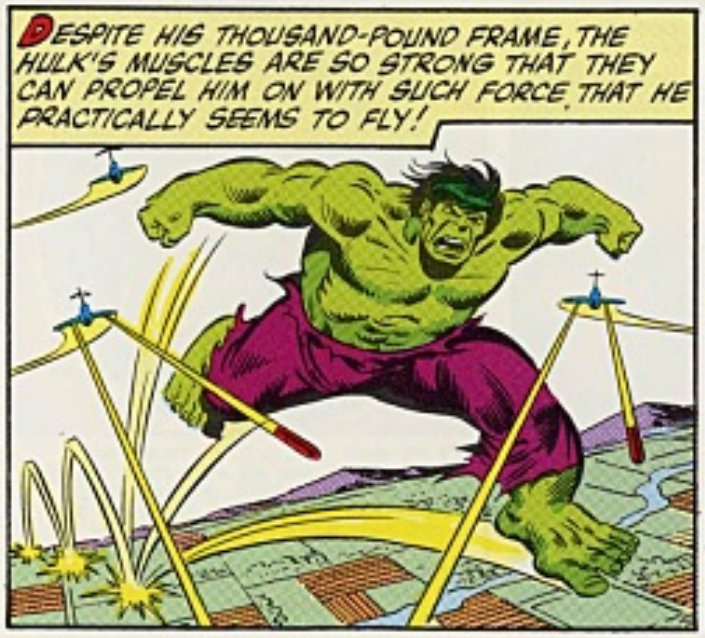
THE ORIGIN OF THE INCREDIBLE HULK!


IN SAVING THE LIFE OF A YOUNG MAN WHO HAD WANDERED INTO A TEST SITE, DR. ROBERT BRUCE BANNER WAS EXPOSED TO THE FULL FORCE OF A MASSIVE CHARGE OF GAMMA RADIATION!

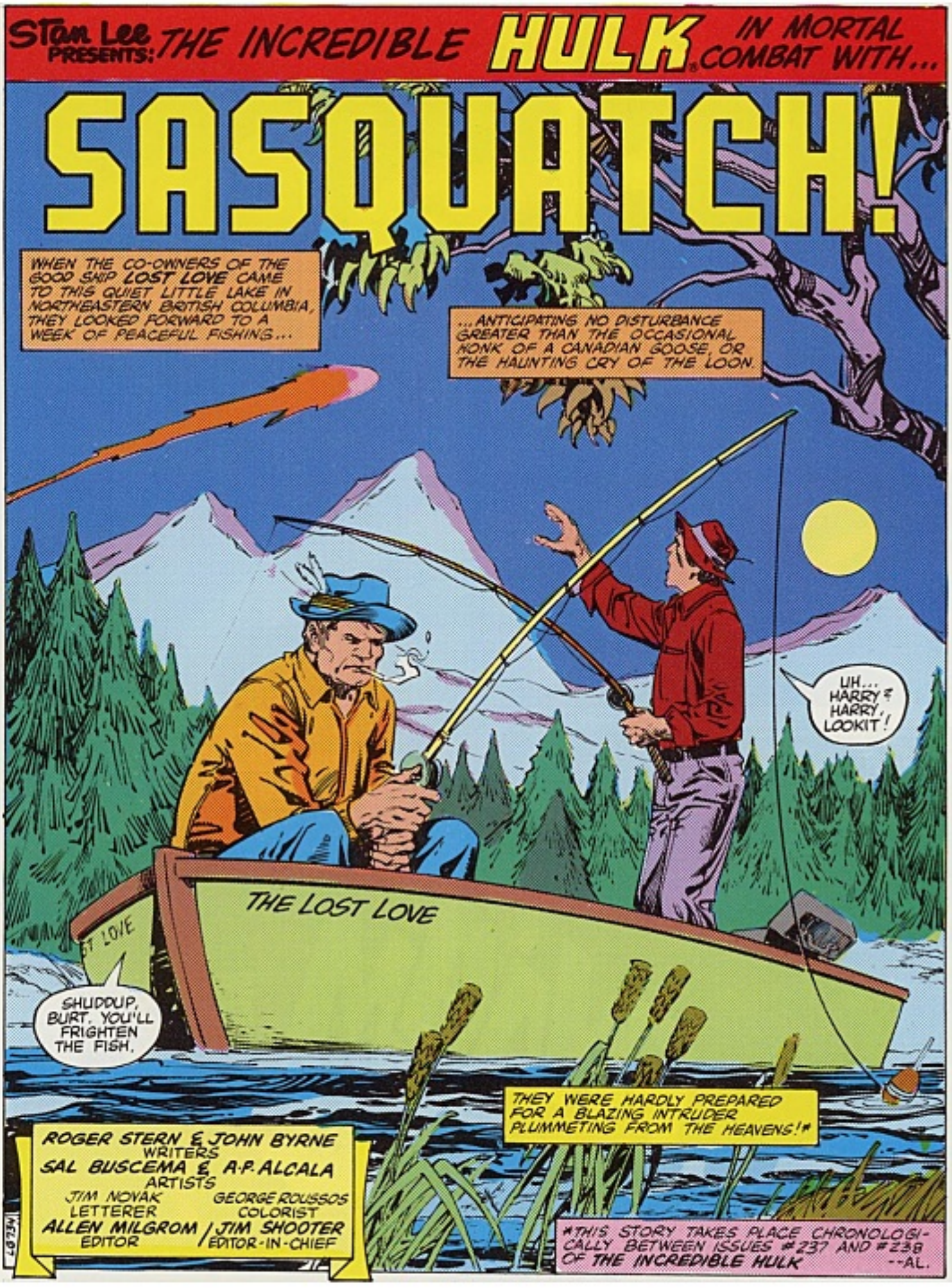
HE SHOULD HAVE DIED RIGHT THEN AND THERE, BUT BY SOME MIRACLE BANNER LIVED! THE DOCTORS COULDN'T BELIEVE IT--HE SEEMED UNAFFECTED BY THE POWERFUL RAYS!

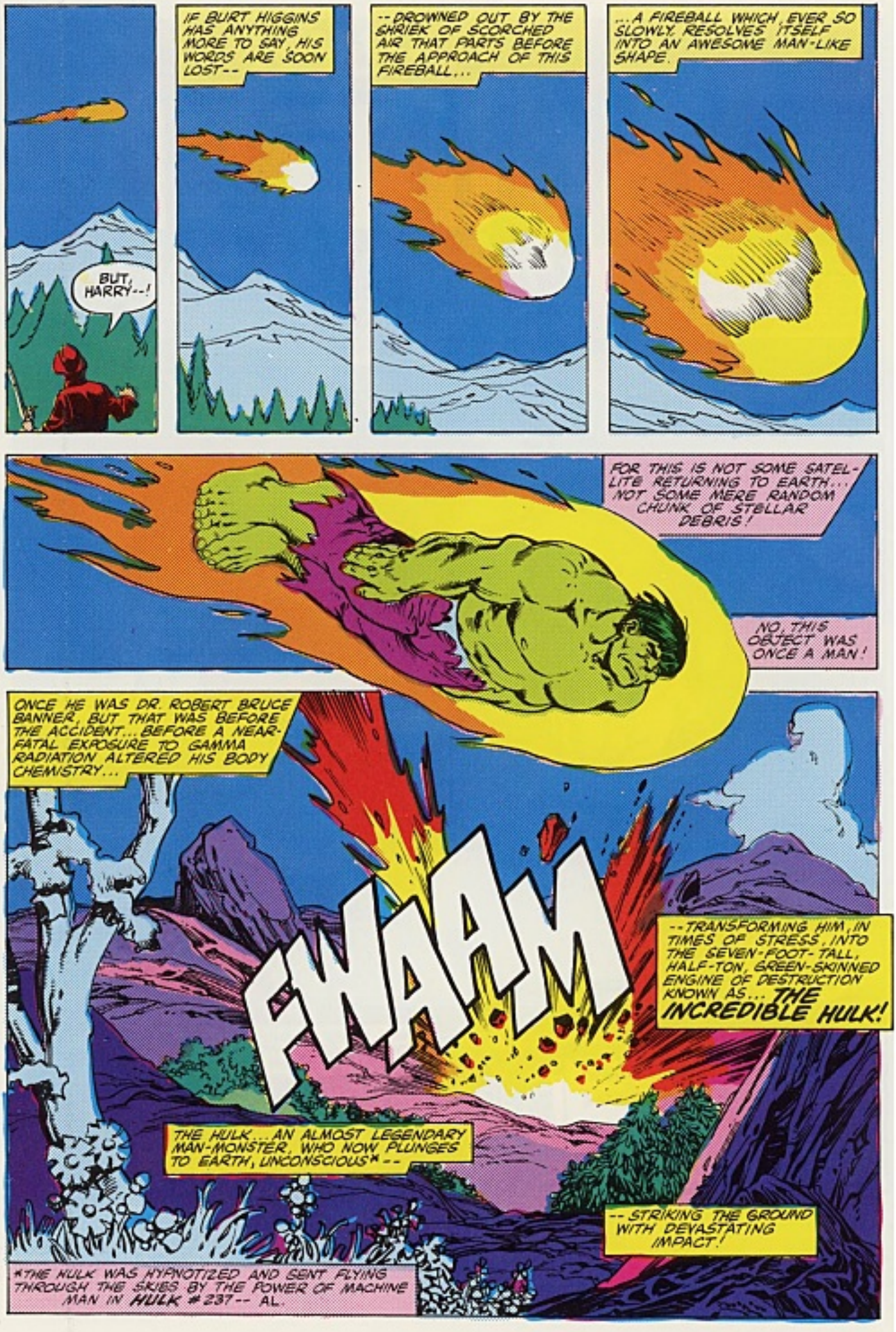
BUT ALL TOO SOON, DR. BANNER DISCOVERED THAT HE HAD BEEN AFFECTED! THE GAMMA RAYS HAD UNLEASHED THE DARK INNER DEMONS OF HIS PERSONALITY--
--GIVING BIRTH TO A TOTALLY NEW BEING THAT MANKIND WOULD CALL... THE INCREDIBLE HULK!

IN TIMES OF GREAT EMOTIONAL STRESS, DR. BANNER IS HELPLESS TO STOP THE TRANSFORMATION WHICH TURNS HIM INTO THE GREEN-SKINNED, RAMPAGING MAN-MONSTER!

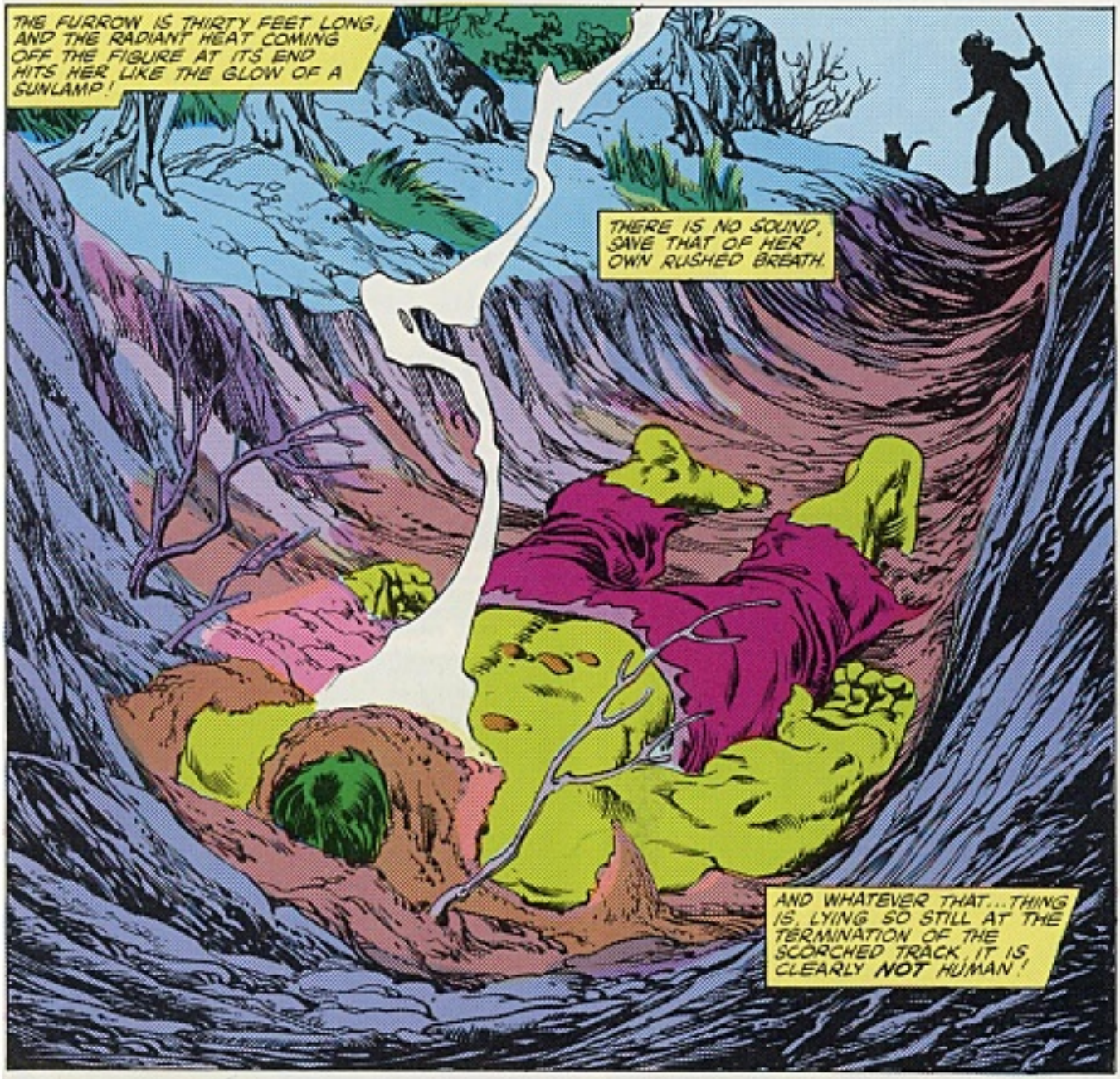

DESPITE HIS THOUSAND-POUND FRAME, THE HULK'S MUSCLES ARE SO STRONG THAT THEY CAN PROPEL HIM ON WITH SUCH FORCE THAT HE PRACTICALLY SEEMS TO FLY!

INDEED, THERE IS NO WAY TO ACCURATELY GAUGE THE HULK'S POWER... FOR THE MADDER THE HULK GETS, THE STRONGER HE GETS!
AND NOTHING CAN STOP HIM!


STAN LEE PRESENTS: THE INCREDIBLE HULK® IN MORTAL COMBAT WITH...
SASQUATCH!
WHEN THE CO-OWNERS OF THE GOOD SHIP LOST LOVE CAME TO THIS QUIET LITTLE LAKE IN NORTHEASTERN BRITISH COLUMBIA, THEY LOOKED FORWARD TO A WEEK OF PEACEFUL FISHING...
...ANTICIPATING NO DISTURBANCE GREATER THAN THE OCCASIONAL HONK OF A CANADIAN GOOSE, OR THE HAUNTING CRY OF THE LOON.
UH... HARRY & HARRY, LOOKIT!
THE LOST LOVE
SHUDDUP, BURT. YOU'LL FRIGHTEN THE FISH.
THEY WERE HARDLY PREPARED FOR A BLAZING INTRUDER PLUMMETING FROM THE HEAVENS!*
ROGER STERN & JOHN BYRNE WRITERS
SAL BUSCEMA & A.P. ALCALA ARTISTS
JIM NOVAK LETTERER
GEORGE ROUSSOS COLORIST
ALLEN MILGROM EDITOR / JIM SHOOTER EDITOR-IN-CHIEF
*THIS STORY TAKES PLACE CHRONOLOGICALLY BETWEEN ISSUES #237 AND #238 OF THE INCREDIBLE HULK --AL.


BUT, HARRY--!
IF BURT HIGGINS HAS ANYTHING MORE TO SAY, HIS WORDS ARE SOON LOST--
--DROWNED OUT BY THE SHRIEK OF SCORCHED AIR THAT PARTS BEFORE THE APPROACH OF THIS FIREBALL...
...A FIREBALL WHICH, EVER SO SLOWLY, RESOLVES ITSELF INTO AN AWESOME MAN-LIKE SHAPE.
FOR THIS IS NOT SOME SATELLITE RETURNING TO EARTH... NOT SOME MERE RANDOM CHUNK OF STELLAR DEBRIS!
NO, THIS OBJECT WAS ONCE A MAN!
ONCE HE WAS DR. ROBERT BRUCE BANNER, BUT THAT WAS BEFORE THE ACCIDENT... BEFORE A NEAR-FATAL EXPOSURE TO GAMMA RADIATION ALTERED HIS BODY CHEMISTRY...
FWAAM
--TRANSFORMING HIM, IN TIMES OF STRESS, INTO THE SEVEN-FOOT-TALL, HALF-TON, GREEN-SKINNED ENGINE OF DESTRUCTION KNOWN AS... THE INCREDIBLE HULK!
THE HULK... AN ALMOST LEGENDARY MAN-MONSTER, WHO NOW PLUNGES TO EARTH, UNCONSCIOUS* --
--STRIKING THE GROUND WITH DEVASTATING IMPACT!
*THE HULK WAS HYPNOTIZED AND SENT FLYING THROUGH THE SKIES BY THE POWER OF MACHINE MAN IN HULK #237 -- AL.

ONE MILE AWAY LIES A PEACEFUL LITTLE CABIN...
...WHERE, AT THE MOMENT OF IMPACT...
FWAAM
MRROWRR!
OH!
ZACH! WHAT IN THE WORLD WAS THAT?!
IT SOUNDED LIKE A SMALL EXPLOSION! COULD A PLANE HAVE CRASHED?
HSSS
OH, CALM YOURSELF, ZACHARIAH! AND C'MON...
...WE'D BETTER CHECK THIS OUT! SOMEONE MAY BE HURT OUT THERE!
AN ODD TABLEAU. THIS PETITE YOUNG WOMAN AND HER SLIGHTLY MANGY CAT...
...BUT NOT NEARLY SO ODD AS THE SIGHT WHICH AWAITS THEM!
MROW?
Z-ZACH!
OH... MY... GOD.


THE FURROW IS THIRTY FEET LONG, AND THE RADIANT HEAT COMING OFF THE FIGURE AT ITS END HITS HER LIKE THE GLOW OF A SUNLAMP!
THERE IS NO SOUND, SAVE THAT OF HER OWN RUSHED BREATH.
AND WHATEVER THAT...THING IS, LYING SO STILL AT THE TERMINATION OF THE SCORCHED TRACK, IT IS CLEARLY NOT HUMAN!

HER FIRST IMPULSE IS TO BOLT AND RUN--

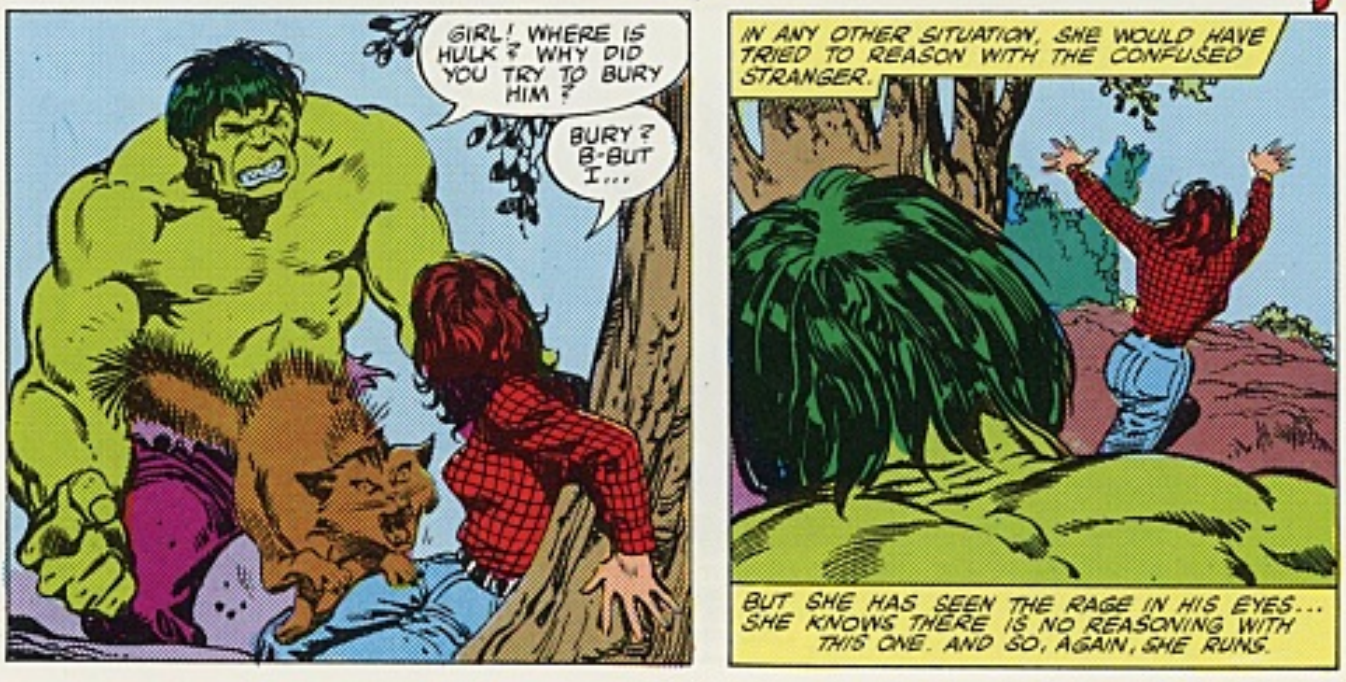
--WHICH SHE DOES... FOR ALL OF ABOUT TEN PACES.
THIS YOUNG WOMAN WILL LONG WONDER WHAT POSSESSED HER TO STOP AND TURN BACK. SHE WILL NEVER TRULY KNOW WHY...

...BUT TURN BACK SHE DOES, MOVING ALMOST IN SLOW MOTION TOWARDS THE FALLEN BEHEMOTH.

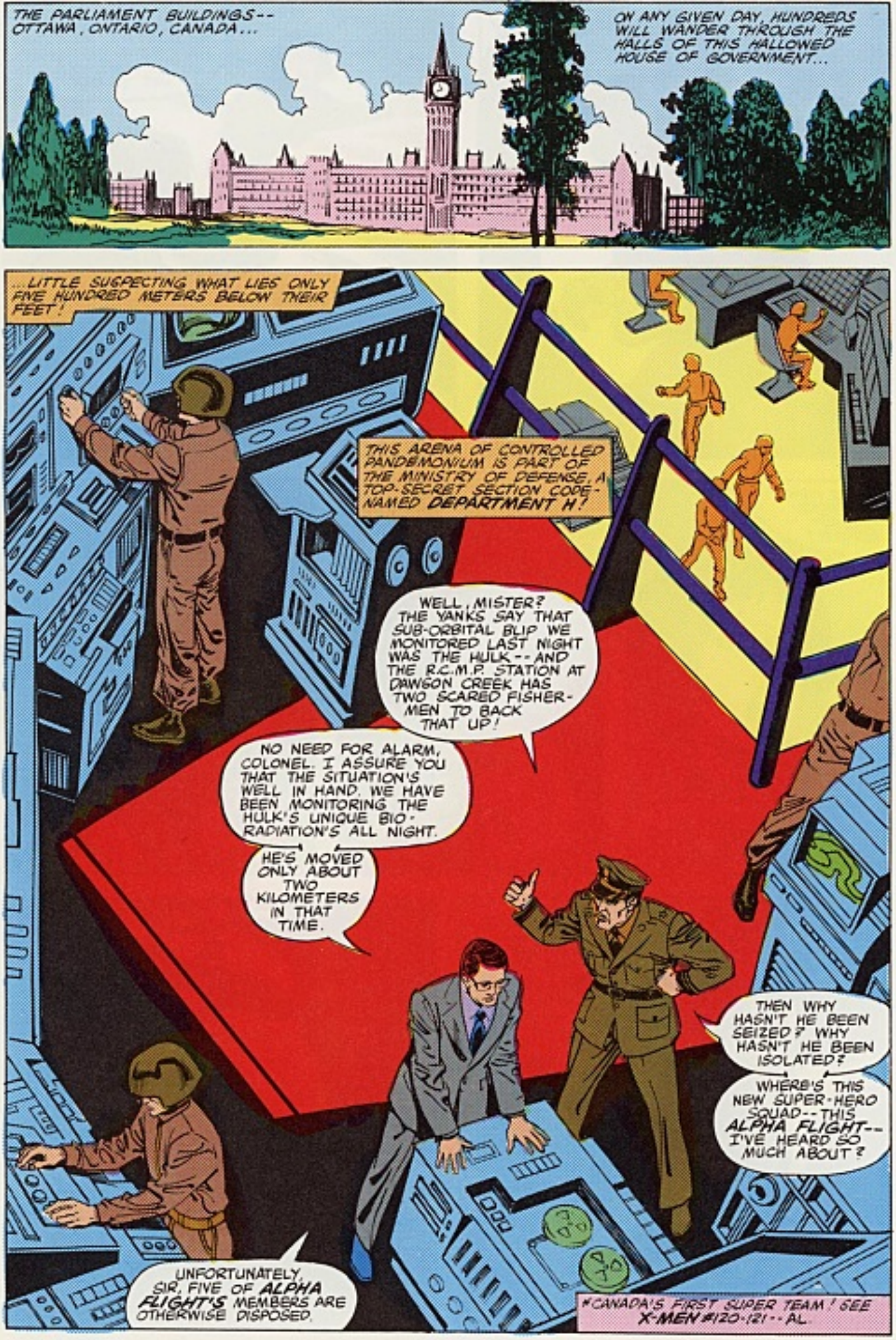
BY THE TIME SHE REACHES HIM, THE HEAT HAS MOSTLY DISSIPATED...
Z-ZACH, I THINK I KNOW WHAT... WHO THIS IS!
IT'S THE HULK! HE'S STILL WARM, ZACH!
BUT WHY IS HE SO STILL? IS HE--?
NO! THERE'S A PULSE-- LIKE A JACKHAMMER!
I WONDER WHAT--?
OH, LORD! HIS HEAD'S BURIED--HE CAN'T BREATHE!
I'VE GOT TO GET HIM TURNED OVER--OR HE'LL SUFFOCATE!
UNGH!
I'VE GOT TO! NOT EVEN A MONSTER DESERVES TO DIE LIKE THIS!
OH, NO! HE'S TOO HEAVY... I CAN'T BUDGE HIM!
BUT I'VE GOT TO DO SOMETHING!
OHHH... I'VE GOT TO!

DAWN COMES UP EARLY IN THE SUMMER, THIS CLOSE TO THE "LAND OF THE MIDNIGHT SUN."
AND WHEN IT COMES, IT BRINGS THE GREAT NORTH WOODS BACK TO LIFE.
SQUIRRELS SCAMPER ABOUT, BIRDS GIVE VOICE TO THEIR ANCIENT SONGS...
AND SOMETHING FOREIGN TO THESE LANDS SLOWLY WAKES...
...SEEING THROUGH BLURRY EYES A SIGHT WHICH ONLY ADDS TO HIS CONFUSION.

WHERE IS HULK? WHAT IS HULK DOING IN THIS HOLE?
GIRL... GIRL HAS A SHOVEL! DID SHE TRY TO BURY HULK?
WHAT IS GOING ON?!
MRAUGH!


GIRL! WHERE IS HULK? WHY DID YOU TRY TO BURY HIM?
BURY? B-BUT I...
IN ANY OTHER SITUATION, SHE WOULD HAVE TRIED TO REASON WITH THE CONFUSED STRANGER.
BUT SHE HAS SEEN THE RAGE IN HIS EYES... SHE KNOWS THERE IS NO REASONING WITH THIS ONE. AND SO, AGAIN, SHE RUNS.

BUT, LIKE THE NIGHT BEFORE, SHE DOESN'T GET FAR...
AGH!
CLUMF
OH GOD, I'VE TWISTED MY ANKLE! I DON'T BELIEVE IT!.. THIS ONLY HAPPENS IN THE MOVIES... NOT IN REAL LIFE... NOT TO ME!
ANSWER HULK! WHY DID YOU TRY TO BURY ME?
BUT I DIDN'T-- YOU WERE ALREADY BURIED!
I DUG OUT THE DIRT AROUND YOUR HEAD...SO YOU WOULDN'T SUFFOCATE!
SUFF-O-CATE?
OH... WHAT'S THE USE?
SHE CLOSES HER EYES, WAITING RESIGNEDLY FOR THE KILLING BLOW...
...WHICH NEVER COMES.
GIRL TRIED TO HELP HULK?
THEN... GIRL MUST BE HULK'S FRIEND.
THE GREAT GREEN HANDS ARE COARSE AND HOT, BUT THEIR TOUCH IS SOMEHOW... GENTLE.
WHERE DOES GIRL LIVE?
O-OVER THAT WAY-- ABOUT A MILE.
THEN HULK WILL TAKE YOU HOME.


THE PARLIAMENT BUILDINGS--
OTTAWA, ONTARIO, CANADA...
ON ANY GIVEN DAY, HUNDREDS WILL WANDER THROUGH THE HALLS OF THIS HALLOWED HOUSE OF GOVERNMENT...
...LITTLE SUSPECTING WHAT LIES ONLY FIVE HUNDRED METERS BELOW THEIR FEET!
THIS ARENA OF CONTROLLED PANDEMONIUM IS PART OF THE MINISTRY OF DEFENSE, A TOP-SECRET SECTION CODE-NAMED DEPARTMENT H!
WELL, MISTER? THE YANKS SAY THAT SUB-ORBITAL BLIP WE MONITORED LAST NIGHT WAS THE HULK--AND THE R.C.M.P. STATION AT DAWSON CREEK HAS TWO SCARED FISHERMEN TO BACK THAT UP!
NO NEED FOR ALARM, COLONEL. I ASSURE YOU THAT THE SITUATION'S WELL IN HAND. WE HAVE BEEN MONITORING THE HULK'S UNIQUE BIO-RADIATION'S ALL NIGHT.
HE'S MOVED ONLY ABOUT TWO KILOMETERS IN THAT TIME.
THEN WHY HASN'T HE BEEN SEIZED? WHY HASN'T HE BEEN ISOLATED?
WHERE'S THIS NEW SUPER-HERO SQUAD--THIS ALPHA FLIGHT--I'VE HEARD SO MUCH ABOUT?
UNFORTUNATELY, SIR, FIVE OF ALPHA FLIGHT'S MEMBERS ARE OTHERWISE DISPOSED.
*CANADA'S FIRST SUPER TEAM! SEE X-MEN #120-121--AL.

ALPHA FLIGHT
VINDICATOR
SHAMAN
AURORA
SASQUATCH
YOU SAID... FIVE?
NORTHSTAR
SNOWBIRD
YES. AURORA, SHAMAN, VINDICATOR, NORTHSTAR, AND SNOWBIRD ARE OFF ON MANEUVERS.
FORTUNATELY, WE STILL HAVE SASQUATCH!

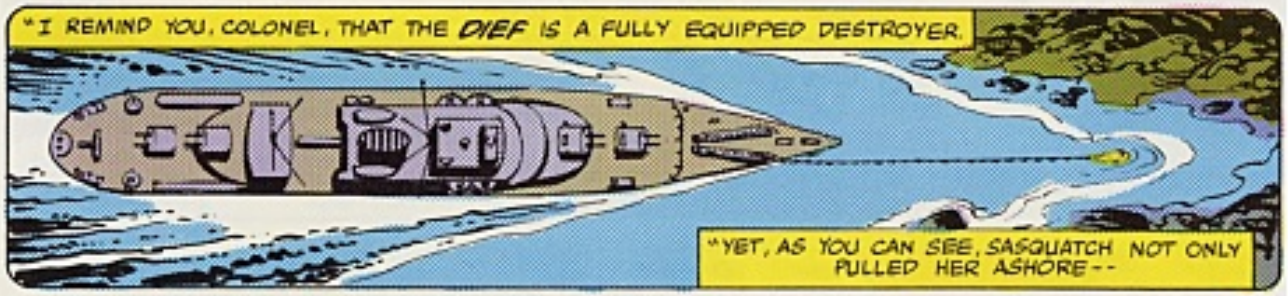
WHAT?! SEND THAT ORANGE WOOKIEE AGAINST THE HULK? YOU CAN'T BE SERIOUS, FARNUM!
WHY NOT, COLONEL? EVEN BEFORE HE DISCOVERED A WAY TO BECOME THE SASQUATCH, DR. LANGKOWSKI PROVED HIMSELF TO BE ONE OF OUR MORE RESOURCEFUL OPERATIVES!
KLIK

10 FT
7 FT
BUT AGAINST THE HULK?! WE SENT A SINGLE AGENT* AGAINST HIM ONCE BEFORE AND...
A SINGLE AGENT OF THIS... AH... STATURE, COLONEL?
* WEAPON X, BETTER KNOWN AS THE WOLVERINE, NOW OF THE X-MEN --AL.

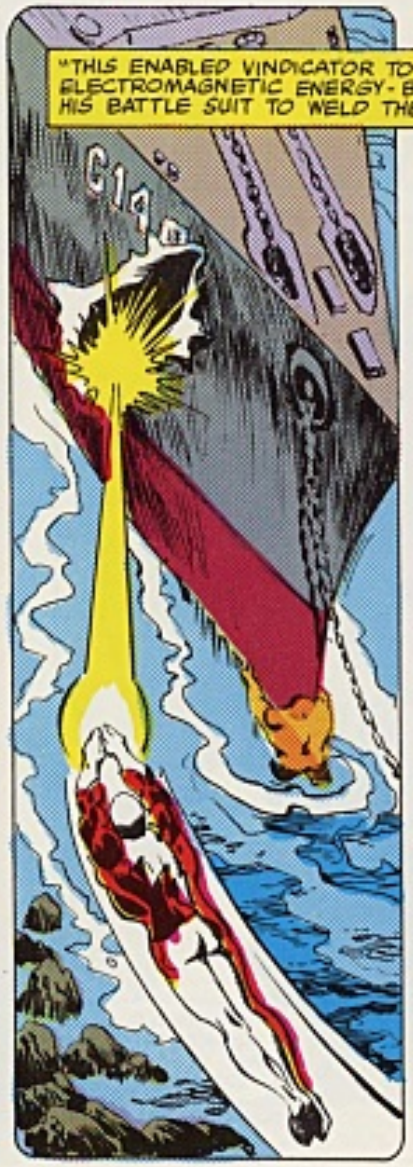
ALL RIGHT, SO HE'S BIG! THE HULK HAS MADE HASH OF BEASTS TWICE THAT SIZE... BIGGER!
GRANTED...

...BUT I THINK THIS TAPE WILL SERVE TO DISPEL YOUR APPREHENSION.
VIDEOTAP
KLAK

"YOU'LL RECALL, COLONEL, THAT H.M.S. DIEFENBACHER SUSTAINED DAMAGES OFF THE MAGDALEN ISLANDS SOME MONTHS AGO.
"WHAT YOU PROBABLY DON'T KNOW IS THAT SASQUATCH AND VINDICATOR WERE ON HAND TO RENDER AID.


"I REMIND YOU, COLONEL, THAT THE DIEF IS A FULLY EQUIPPED DESTROYER.
"YET, AS YOU CAN SEE, SASQUATCH NOT ONLY PULLED HER ASHORE--

"--BUT HE LIFTED HER UP OUT OF THE WATER... UNAIDED, SIR!


"THIS ENABLED VINDICATOR TO USE THE ELECTROMAGNETIC ENERGY-BEAM OF HIS BATTLE SUIT TO WELD THE TORN HULL.

"REPAIRS EFFECTED, SASQUATCH THEN PUSHED THE SHIP BACK INTO DEEP WATER."

I THINK YOU'LL AGREE, COLONEL--DEPARTMENT H EMPLOYS ONLY THE BEST!
AH... AHEM, YES, I SEE. ALL RIGHT, WHERE IS SASQUATCH NOW?
BY A STROKE OF GOOD FORTUNE, HE'S QUITE CLOSE TO THE HULK ALREADY.

"AS DR WALTER LANGKOWSKI, HE'S AT SIMON FRASER UNIVERSITY IN BRITISH COLUMBIA...

"...GUEST-LECTURING ON APPLIED GAMMA RESEARCH."
--THUS THERE IS AMPLE EVIDENCE TO SUPPOSE THAT GAMMA RAYS--PROPERLY HARNESSED AND CONTROLLED--CAN BE A SOURCE OF INFINITE POWER, NOT A THREAT AT ALL!

SHORTLY, AS THE LECTURE ENDS...
DR. WALTER LANGKOWSKI?
YES, WHAT CAN I DO FOR YOU, SOLDIER?
I HAVE A PRIORITY MESSAGE FROM "H", SIR.

"H"? BUT I INSTRUCTED THEM TO LEAVE ME UNDISTURBED FOR THE DURATION OF MY LECTURE TOUR.
WHAT COULD BE SO--?
THE HULK?!

MY DEAR, LIEUTENANT! FORGIVE ME FOR KEEPING YOU WAITING!
COME, LET US TO THE AIRBASE WITH ALL DUE DISPATCH!
ER... YESSIR.

WELL, 'SQUATCH, MY FURRY FRIEND, AT LAST WE'RE GOING TO FACE THE HULK! FINALLY, A CHALLENGE WORTHY OF US!
WHAT'S WITH THIS CLOWN? ONE MINUTE HE'S COLDER THAN RESOLUTE BAY, THE NEXT HE'S ALL SMILES!
AAAH, INTELLECTUALS! PHOOEY!

MEANWHILE, SOME SIX HUNDRED MILES TO THE NORTH...
PAST!
THIS IS MY HOUSE, HULK. SO B-BE CAREFUL, OKAY?
"BE CAREFUL?" WHAT'LL I DO IF HE ISN'T? SWAT HIM WITH A BROOM?
HUNH! GIRL LIVES IN THIS TINY HOUSE? PLACE IS TOO SMALL--WALLS AND ROOF ARE ALL TOO CLOSE TO HULK!
WELL, MAYBE IF YOU SIT...ON THE FLOOR?
THE FLOORBOARDS CREAK IN PAINFUL PROTEST...
...BUT THE HULK SITS.
N-NOW, HOLD STILL HULK.
YOUR BACK STILL LOOKS A LITTLE RAW. I'VE HEARD THAT YOU HEAL FAST, BUT... WELL, THIS WILL MAKE IT FEEL BETTER, ANYWAY.
MPH.

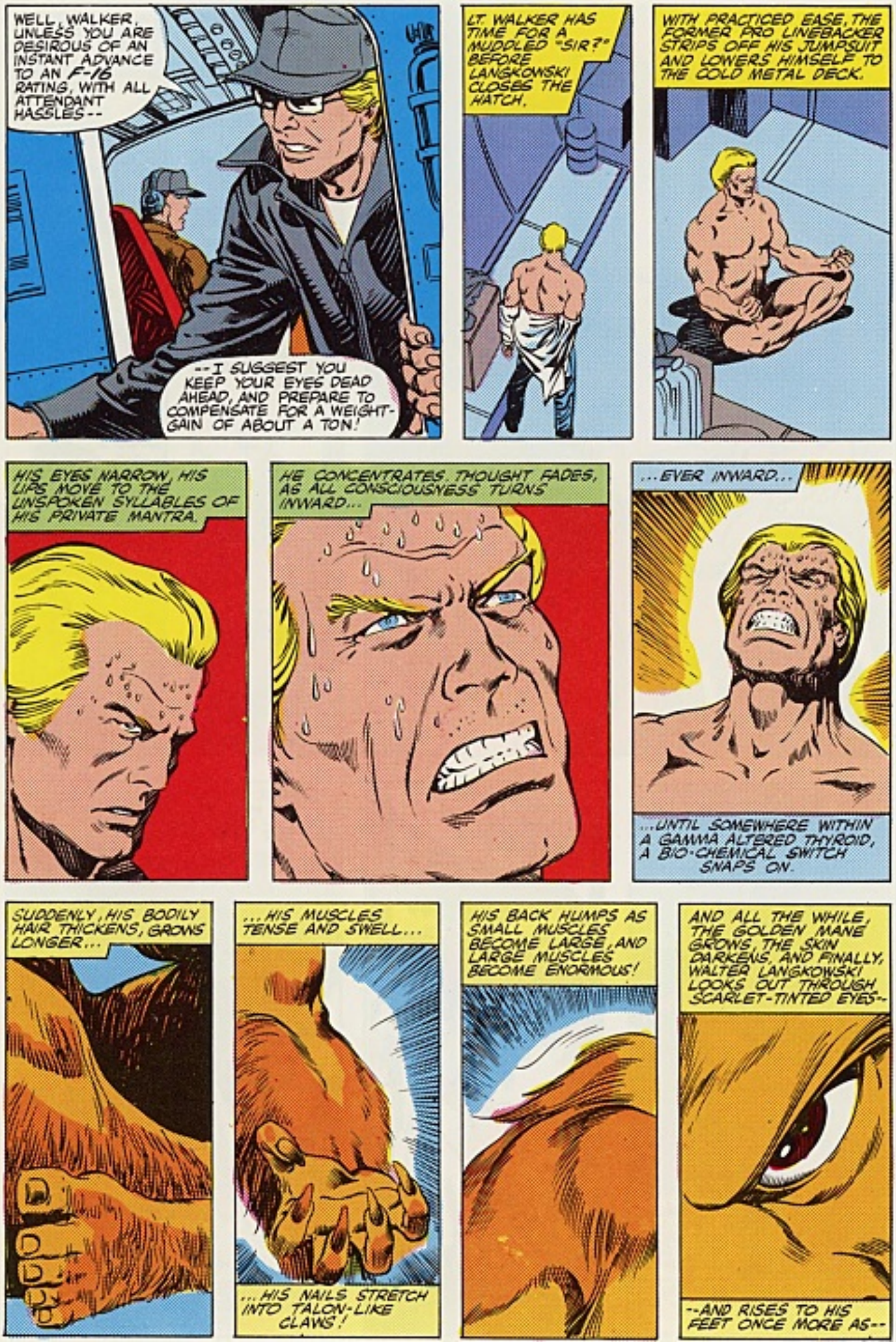
NOW, WILL YOU OPEN YOUR MOUTH, SO I CAN TAKE YOUR TEMPERATURE?
WHY?
GOOD POINT. HOW WOULD I KNOW WHAT IS NORMAL FOR HIM, ANYWAY?
OKAY, FORGET THE THERMOMETER. AH... HOW ABOUT SOMETHING TO EAT?
EAT? YES, HULK WILL HAVE FOOD!
GREAT! YOU JUST SIT THERE FOR TWO SHAKES, AND I'LL WHIP SOMETHING UP.
HULK WILL SIT.

OW. ANKLE'S STILL KILLING ME--BETTER BE CAREFUL.
THIS IS TURNING OUT TO BE EASIER THAN I'D EXPECTED, BUT I'M NOT OUT OF THE WOODS YET.
I WONDER IF HE LIKES MUSIC? ANYTHING TO KEEP HIM CALM--!

THE RECORD WAS SELECTED AT RANDOM, BUT THE CHOICE IS APT.
THE MELODIC STRAINS OF "BEAUTY AND THE BEAST" WASH ACROSS THE HULK, SOOTHING, CALMING...

...AND SLOWLY, THE MIGHTY, GAMMA-SPAWNED TITAN RELAXES.
HIS THUNDERING HEARTBEAT SLOWS, HIS MUSCLES UNTENSE...
...SOFTEN, GROWING STEADILY WEAKER...
...UNTIL THE NEAR-MAGICAL TRANSFORMATION HAS RUN ITS COURSE--
--AND A SLIGHTLY CONFUSED DR. BANNER IS RETURNED TO THE WORLD OF MEN.

UH... NOW WHERE AM I?
A LOG CABIN? VERMONT? THE OZARKS? THE ALPS?
WHERE HAS THE HULK DROPPED ME THIS TIME?
OKAY, HULK, THIS ISN'T EXACTLY HAUTE CUISINE, BUT... BUT... BUT...
SHE HAS COME WITHIN INCHES OF DEATH AT THE HANDS OF AN EMERALD-HUED JUGGERNAUT--
--A SAVAGE MONSTER WHOM SHE BROUGHT HOME TO TEA.
MISS? ARE YOU ALL RIGHT?
NOW, SHE FINDS A VERY BEDRAGGLED, HALF-NAKED STRANGER WHERE THE HULK ONCE STOOD. AND AFTER ALL THAT SHE'S BEEN THROUGH TODAY, SHE CAN'T HELP BUT... BREAK DOWN!
WHAT'S... HAPPENING... TO ME?
TAKE IT EASY, MISS, I CAN EXPLAIN. MY NAME IS BRUCE BANNER...
HIS TRAINING IS NOT IN PSYCHOLOGY, BUT HE HAS PLAYED THIS SCENE BEFORE... TOO MANY TIMES BEFORE.
A FEW HOURS LATER, A JET COPTOR OF THE CANADIAN ARMED FORCES SLICES THROUGH THE AIR OVER THE ROCKY MOUNTAINS...
WE'VE REACHED THE TARGET AREA, SIR!
AND ABOARD...
THIS LOOKS TO BE A GOOD SPOT.
HERE WILL BE FINE, LT. WALKER. ER... WHAT'S YOUR SECURITY RATING?
R-7, SIR. WHY DO YOU ASK?


WELL, WALKER, UNLESS YOU ARE DESIROUS OF AN INSTANT ADVANCE TO AN F-16 RATING, WITH ALL ATTENDANT HASSLES--
--I SUGGEST YOU KEEP YOUR EYES DEAD AHEAD, AND PREPARE TO COMPENSATE FOR A WEIGHT-GAIN OF ABOUT A TON!
LT. WALKER HAS TIME FOR A MUDDLED "SIR?" BEFORE LANGKOWSKI CLOSES THE HATCH.
WITH PRACTICED EASE, THE FORMER PRO LINEBACKER STRIPS OFF HIS JUMPSUIT AND LOWERS HIMSELF TO THE COLD METAL DECK.
HIS EYES NARROW, HIS LIPS MOVE TO THE UNSPOKEN SYLLABLES OF HIS PRIVATE MANTRA.
HE CONCENTRATES. THOUGHT FADES, AS ALL CONSCIOUSNESS TURNS INWARD...
...EVER INWARD...
...UNTIL SOMEWHERE WITHIN A GAMMA ALTERED THYROID, A BIO-CHEMICAL SWITCH SNAPS ON.
SUDDENLY, HIS BODILY HAIR THICKENS, GROWS LONGER...
...HIS MUSCLES TENSE AND SWELL...
...HIS NAILS STRETCH INTO TALON-LIKE CLAWS!
HIS BACK HUMPS AS SMALL MUSCLES BECOME LARGE, AND LARGE MUSCLES BECOME ENORMOUS!
AND ALL THE WHILE, THE GOLDEN MANE GROWS, THE SKIN DARKENS, AND FINALLY, WALTER LANGKOWSKI LOOKS OUT THROUGH SCARLET-TINTED EYES--
--AND RISES TO HIS FEET ONCE MORE AS--

--SASQUATCH!
HMM. THE CHANGE CAME A LITTLE MORE EASILY THAT TIME. I SUSPECT I CAN LOOK FORWARD TO A TIME WHEN IT WILL HARDLY HURT AT ALL!
MEANWHILE, UP FRONT...
HOLY--! WHAT'S THAT CRAZY CLOWN DOING BACK THERE?
FEELS LIKE WE PICKED UP TEN MORE PEOPLE!
HMM... ABOUT A THOUSAND-FOOT DROP.
I WONDER IF I SHOULD HAVE WARNED WALKER TO BE READY FOR AN EQUALLY SUDDEN WEIGHT LOSS?
AH, WELL, HE'S A FAST LAD-- HE'LL DO ALL RIGHT!
AND THE 'COPTER SUDDENLY SURGES UP, LIGHTER BY A TON--
--OF PLUMMETING PASSENGER!
WHAM
PERFECT! I MAY NOT BE THE EQUAL OF THE HULK'S LEAGUE-DEVOURING LEAPS-- BUT I CAN PROBABLY LAND BETTER THAN HE CAN!
WITH NARY A LOOK BACKWARD, THE ORANGE-FURRED GIANT LOPES NORTHWARD...

...WHERE, NOT FAR AWAY...
THERE YOU GO. GOOD AS NEW, MISS... AH... I DON'T BELIEVE YOU TOLD ME YOUR NAME.
OH. NO, I DIDN'T.
I'M MAUREEN MORES FRIESEN. BUT PLEASE CALL ME MORES, DR. BANNER.
UM... EXCUSE A SILLY QUESTION, BUT WHY ARE YOU SO GLUM? AREN'T YOU GLAD YOU CHANGED BACK TO NORMAL?
GLAD?
'GLAD' DOESN'T BEGIN TO EXPRESS HOW I FEEL. IT'S JUST THAT I'M NEVER SURE HOW LONG I'LL BE THIS WAY.
BUT I'M NOT GOING TO WORRY ABOUT THAT NOW. NOT WHEN I HAVEN'T EVEN THANKED YOU FOR SAVING MY LIFE-- THE HULK'S LIFE, I MEAN.
HOW DO YOU COME TO BE OUT IN THE WILDS ALONE?
OH, I'M NOT REALLY ALONE, BRUCE.
NELSON-- THAT'S MY HUSBAND-- WENT IN-TO TOWN TO DELIVER A BABY. HE'S AN ARMY DOCTOR--
--AND SINCE THE LOCAL DOCTOR TOOK ILL, HE VOLUNTEERED TO FILL IN.
HUSBAND, EH? I WONDER IF HE KNOWS HOW LUCKY HE IS? HE KNOWS A JOY I CAN NEVER REALIZE.
I'M TRAINED AS A NURSE, AND ORDINARILY I'D HAVE GONE WITH HIM. BUT...
...HEY! ARE YOU OKAY?
HM? OH, I'M OKAY... SURE. I... OOPS, YOUR CAT'S GETTING OUT!
ZACH?
NOW WHAT'S GOT INTO HIM? HE NEVER GOES OUT WITHOUT ME!
SHALL I--?
NO, YOU STAY AND REST. I'LL BE OKAY... REALLY!

REST?! SHE HOBBLES AROUND ON A TWISTED ANKLE, AND SHE TELLS ME TO REST!
I'LL SAY ONE THING FOR YOU, MIZ MORES--YOU GOT SPUNK!
YES, AND SHE ALSO HAS A HUSBAND WITH ARMY CONNECTIONS. I'D BETTER NOT BE HERE WHEN HE...
--PRESIDENT PLANS TO VISIT THE RUINS OF CENTRAL CITY, CALIFORNIA--THE WESTERN METROPLEX THAT WAS ALMOST TOTALLY DECIMATED BY THE CREATURE CALLED THE HULK!
WHAT?!
AUTHORITIES BREATHED A SIGH OF RELIEF THAT NO ONE HAD BEEN KILLED AS A RESULT OF THE DESTRUCTION. DAMAGES ARE ESTIMATED TO BE IN THE TENS OF BILLIONS OF DOLLARS!
OH, GOD! A CITY... I NEARLY DESTROYED A CITY. AND I DON'T EVEN REMEMBER IT!
AND IT COULD HAPPEN AGAIN... TODAY, TOMORROW, ANYTIME. ANYTIME ...AS LONG AS THE HULK IS LOCKED INSIDE OF ME.
BUT THERE'S ONE WAY TO CURE THAT, ISN'T THERE? ONE QUICK, SURE WAY OF STOPPING THE HULK FOREVER.
WHY NOT? ONE SHOT... NO PAIN... NO SENSE OF ANYTHING. NOW, BEFORE I...
YYEEEEEEEEK!
WHAT? MORES!
BLAST! I GOT SO WRAPPED UP IN MYSELF THAT I DIDN'T NOTICE HOW LONG SHE'D BEEN GONE!
IF ANYTHING HAS HAPPENED TO HER...

GOOD LORD!
BRUCE... HELP! DO SOME-THING!
MROWRR!
HE REACTS INSTINCTIVELY, SNAPPING THE RIFLE TO HIS SHOULDER -- SIGHTING ON THE HEART OF THE GREAT ORANGE NIGHTMARE!
BUT...
WHAT AM I DOING?
THIS...THIS IS THE WAY THEY ALWAYS REACT TO THE HULK!
I CAN'T DO IT... I JUST CAN'T!
A WISE DECISION, DOCTOR!
Y-YOU TALK?
OH, INDEED, DR. BANNER... AND QUITE ELOQUENTLY, I'M SURE YOU'LL AGREE!
BRUCE, WHAT IS IT?
FORGIVE MY MANNERS, MISS. WERE DR. BANNER AND I HERE ALONE, I WOULD FORMALLY INTRODUCE MYSELF. BUT AS YOU UNDOUBTEDLY LACK THE REQUIRED SECURITY CLEARANCES...
...PLEASE CALL ME SASQUATCH!

WE HAVE MUCH IN COMMON, DOCTOR. YOU SEE, I AM ALSO A PRODUCT OF GAMMA RESEARCH --
--THOUGH, IN MY CAGE, THIS BODY WAS MORE CAREFULLY, DELIBERATELY DEVELOPED.
YOU MEAN, YOU... WANT TO BE LIKE THAT?
BUT OF COURSE! AND AS A SPECIAL AGENT OF THE CANADIAN GOVERNMENT...
A GOVERNMENT AGENT? THEN... YOU'VE COME TO ARREST ME.
NOT PRECISELY.
HEY.
ACTUALLY, I'M MORE INTERESTED IN MEETING THE HULK!
BRUCE!
I'VE STUDIED YOUR CASE, DOCTOR -- THE TRANSFORMATION IS EASILY ACHIEVED, ISN'T IT?
FOR GOD'S SAKE, SASQUATCH, YOU DON'T KNOW WHAT YOU'RE ASKING!
OH, BUT I DO! I WISH TO TEST MYSELF AGAINST THE HULK!
SURELY, YOU CAN UNDERSTAND MY MOTIVES!
NO, PLEASE! I BEG OF YOU!
COME ON, DOCTOR! LET'S GET THAT OLD HEART POUNDING!

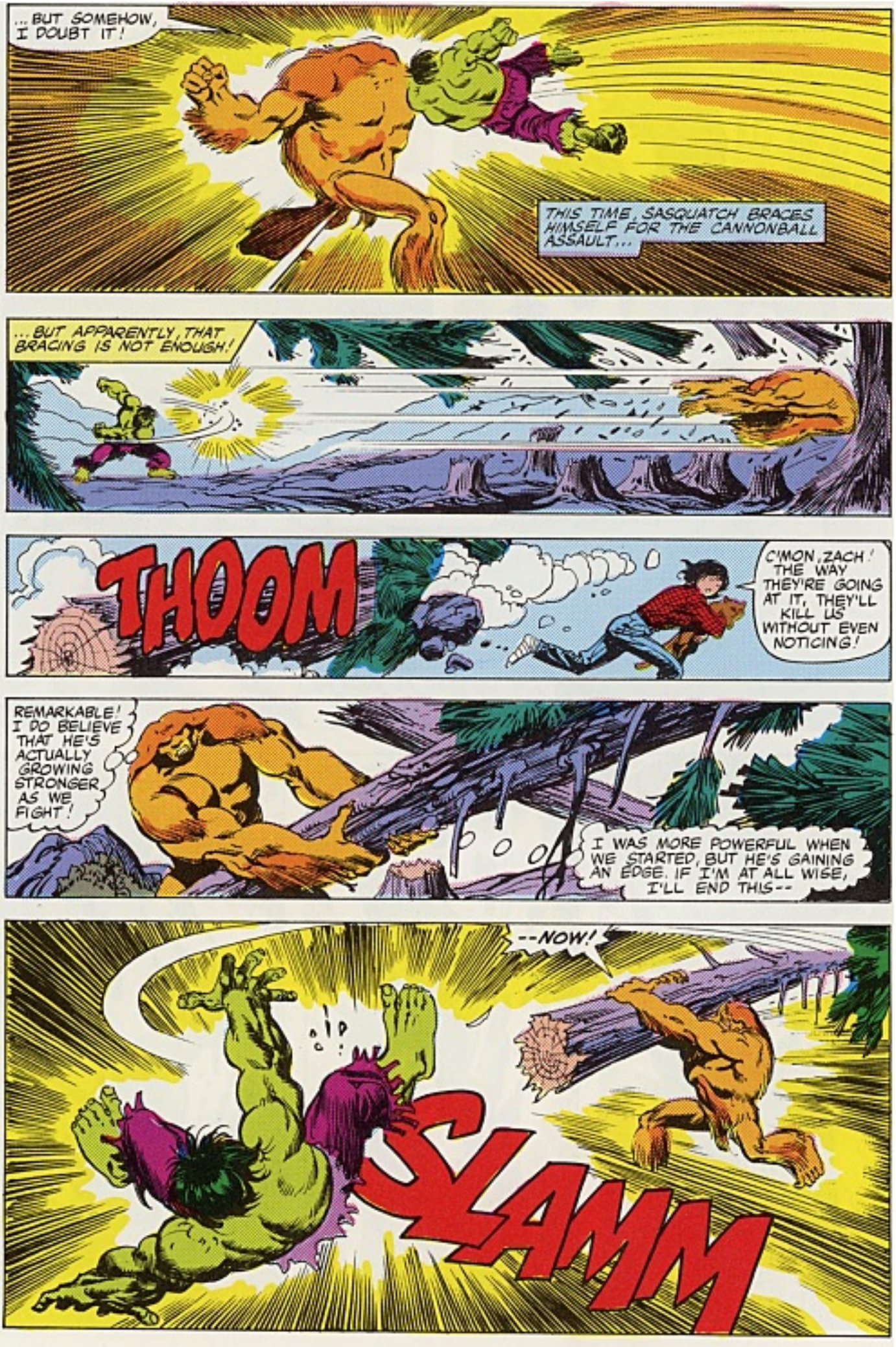
AGAIN AND AGAIN, THE FUR-COVERED SCIENTIST TOSSES HIS CAPTIVE INTO THE COOL MOUNTAIN AIR--
--WHILE BRUCE BANNER STRUGGLES AGAINST THE CHANGE THAT HE KNOWS MUST COME!
OH, GOD-- MY HEART!
DON'T LET ME CHANGE! PLEASE-- PLEASE!
DON'T FIGHT IT, DOCTOR!
YOU MUST REALIZE THAT I'M NOT DOING THIS OUT OF ANY ILL WILL TOWARDS YOU.
BUT I AM A SCIENTIST! AND I NEED TO KNOW WHICH ONE OF US IS STRONGER!

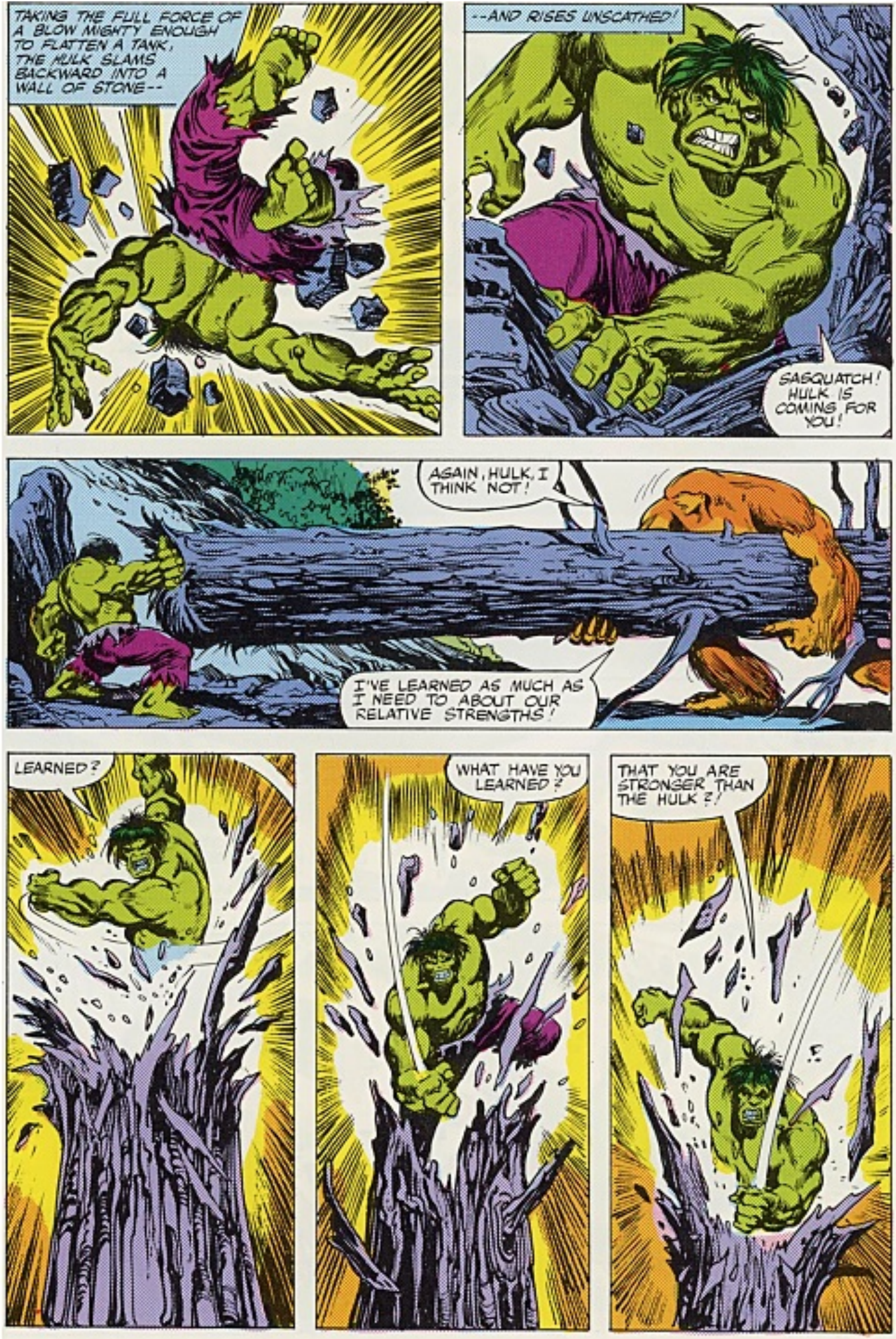
LET HIM GO! YOU'LL DROP HIM... YOU'LL KILL HIM!
YOU'RE MORE OF A MONSTER THAN THE HULK!
PLEASE, MISS. I ASSURE YOU THAT MY MOTIVES ARE PURELY SCIENTIFIC.
SCIENTIFIC? ARE YOU SO CONCERNED WITH SCIENCE THAT YOU CAN'T REMEMBER A SIMPLE THING LIKE DECENCY?
BUT BEFORE SASQUATCH CAN ANSWER THAT CHARGE, THE FAINT SOUND OF TEARING CLOTH RENDERS IT ACADEMIC...
OH, NO!

HE FALLS...
...AS HE HAS FALLEN MANY TIMES BEFORE, BUT THIS TIME--
--HE FIGHTS THE CHANGE...
...KNOWING THAT TO DO SO...
...COULD MEAN DEATH!
OH, MY GOD!
I-I DIDN'T MEAN FOR HIM TO FALL. I DIDN'T REALIZE HIS SHIRT WAS TEARING! I... WHAT HAVE I DONE?
YOU'VE KILLED HIM! ARE YOU HAPPY NOW? IS YOUR SCIENCE SATISFIED?
PLEASE, MISS, YOU MUST UNDERSTAND!
I DIDN'T MEAN TO... EH?
SCRUNCH
INCREDIBLE!

NOW WHERE IS HULK?
WAIT... HULK REMEMBERS GIRL! GIRL TRIED TO HELP THE HULK!
BUT ORANGE-FUR TRIED TO HURT THE HULK... MADE THE HULK FALL!
DR. BANNER! YOU MUST HAVE CHANGED JUST IN TIME! THANK HEAVENS, YOU'RE ALL RIGHT!
BANNER? BANNER?!
YOU DARE TO CALL THE HULK "BANNER"? HULK IS NOT BANNER, ORANGE-FUR!
HULK WILL SHOW YOU! HULK WILL TEACH YOU THAT--

--HULK IS HULK!
BLAM
DO YOU HEAR HULK, ORANGE-FUR? DO YOU HEAR?
QUITE WELL, THANK YOU, HULK. BUT THAT NAME ISN'T ORANGE-FUR...
BUNT
...IT'S SASQUATCH!
SKRASH
CRIPES! HE-HE KICKED HIM RIGHT THROUGH THE MOUNTAIN!
LOOK OUT, ZACH!
FOR A HEARTBEAT, THERE IS ONLY THE CLATTER OF FALLING ROCK. AND THEN...
YOU TRIED TO SMASH THE HULK! NOW HULK WILL SMASH YOU!
PERHAPS, HULK...


...BUT SOMEHOW, I DOUBT IT!
THIS TIME, SASQUATCH BRACES HIMSELF FOR THE CANNONBALL ASSAULT...
...BUT APPARENTLY, THAT BRACING IS NOT ENOUGH!
THOOM
C'MON, ZACH! THE WAY THEY'RE GOING AT IT, THEY'LL KILL US WITHOUT EVEN NOTICING!
REMARKABLE! I DO BELIEVE THAT HE'S ACTUALLY GROWING STRONGER AS WE FIGHT!
I WAS MORE POWERFUL WHEN WE STARTED, BUT HE'S GAINING AN EDGE. IF I'M AT ALL WISE, I'LL END THIS--
--NOW!
SLAMM


TAKING THE FULL FORCE OF A BLOW MIGHTY ENOUGH TO FLATTEN A TANK, THE HULK SLAMS BACKWARD INTO A WALL OF STONE--
--AND RISES UNSCATHED!
SASQUATCH! HULK IS COMING FOR YOU!
AGAIN, HULK, I THINK NOT!
I'VE LEARNED AS MUCH AS I NEED TO ABOUT OUR RELATIVE STRENGTHS!
LEARNED?
WHAT HAVE YOU LEARNED?
THAT YOU ARE STRONGER THAN THE HULK?!

NO!!
SHOOM

HOLD ON, ZACH... H-HOLD ON!

SORRY, HULK!
I'M NO FOOL IF I WERE A FOOL, I'D GO ON FIGHTING, INSTEAD OF ENDING THIS BATTLE...
...RIGHT HERE AND NOW!

ENDING? BAH! HOW CAN FIGHT BE OVER--
--IF YOU ARE STILL ALIVE?!

I DON'T BELIEVE IT! HE'S STILL CONSCIOUS... STILL ANGRY...

...AND WHUF! STRONGER THAN EVER!
WHUMP

THERE IS A LEGEND IN THIS PART OF THE WORLD, CONCERNING THE MYTHIC GIANT PAUL BUNYAN AND HIS BIG, BLUE OX, BABE.

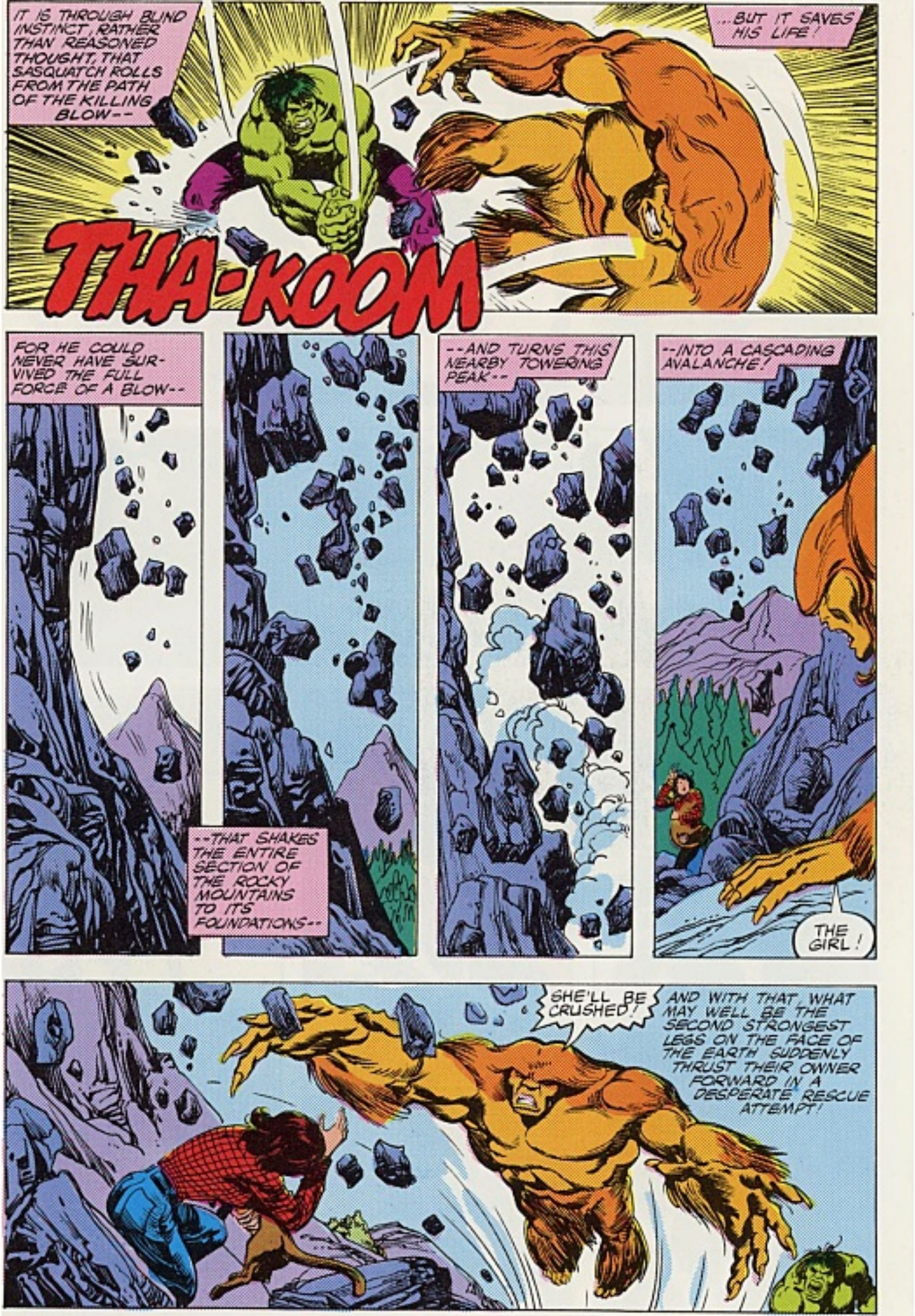
ACCORDING TO THE STORY, PAUL AND BABE ONCE GOT INTO A PLAYFUL FREE-FOR-ALL AND KICKED UP SUCH A FUSS THAT THEY CREATED THE NORTHERN LIGHTS!

AND WHILE THIS BATTLE IS ANYTHING BUT PLAYFUL, ANYONE WITHIN A HUNDRED MILES OF THE PRESENT CLASH MIGHT WELL REMEMBER THAT LEGEND...
...AND WONDER IF IT MIGHT BE TRUE!

SASQUATCH IS NOT THINKING OF LEGENDS, HOWEVER.

AT THIS MOMENT, HE CAN HARDLY THINK AT ALL!
NOW THE FIGHT IS OVER, SASQUATCH!
HULK HAS ENDED THE FIGHT...

...AND NOW HULK ENDS YOU!


IT IS THROUGH BLIND INSTINCT, RATHER THAN REASONED THOUGHT, THAT SASQUATCH ROLLS FROM THE PATH OF THE KILLING BLOW--
...BUT IT SAVES HIS LIFE!
THA-KOOM
FOR HE COULD NEVER HAVE SURVIVED THE FULL FORCE OF A BLOW--
--THAT SHAKES THE ENTIRE SECTION OF THE ROCKY MOUNTAINS TO ITS FOUNDATIONS--
--AND TURNS THIS NEARBY TOWERING PEAK--
--INTO A CASCADING AVALANCHE!
THE GIRL!
SHE'LL BE CRUSHED!
AND WITH THAT, WHAT MAY WELL BE THE SECOND STRONGEST LEGS ON THE FACE OF THE EARTH SUDDENLY THRUST THEIR OWNER FORWARD IN A DESPERATE RESCUE ATTEMPT!

BUT HIS PURPOSE IS NOT IMMEDIATELY CLEAR TO THE MUDDLED MIND OF THE HULK...
SASQUATCH? LEAPS AT GIRL?!
AND WHETHER THE RAGING BEHEMOTH LEAPS IN PURSUIT OF SASQUATCH OR TO SAVE MORES IS A MOOT POINT.
BUT LEAP HE DOES...
...RIGHT INTO THE PATH OF SEVERAL HUNDRED TONS...
...OF PLUM-METING, GRINDING, CRUSHING ROCK!
FOR HALF AN HOUR, THE AWFUL ROAR ECHOES ACROSS THE ROCKIES... TO BE REPLACED ONLY BY AN EERIE QUIET!

FOR LONG, LONG MOMENTS, ALL IS SILENT.
THEN...SLOWLY, PAINFULLY... A CLUMP OF ORANGE FUR POKES THROUGH THE STONE.
SASQUATCH LIVES!
AND SO, IT WOULD SEEM, DOES THE GIRL.
TAKE IT EASY, MISS. IT'S ALL OVER NOW... EVERYTHING'S ALL RIGHT.
A-ALL RIGHT? BUT... WHAT ABOUT THE HULK?
WHAT ABOUT THE HULK? THE CLATTER OF SHIFTING, SETTLING STONES IS HER ONLY ANSWER.
SASQUATCH TURNS, RUBY EYES MOVING SLOWLY BENEATH HIS HEAVY BROWS AS HE SURVEYS...
...THIS! STRETCHED OUT IN THE TWILIGHT ARE THE CADAVEROUS REMAINS OF WHAT, NOT HALF AN HOUR BEFORE, HAD BEEN PEACEFUL, PRIMEVAL FOREST.
WALTER LANGKOWSKI KNOWS THAT THIS IS MORE HIS FAULT THAN IT IS THE HULK'S.
AND THAT KNOWLEDGE SICKENS HIM.

BUT HE DOES NOT HAVE LONG TO MUSE ON THE DESTRUCTION...
SASQUATCH!
THE HULK ALSO LIVES!
PUT THE GIRL DOWN!
PUT HER DOWN... AND HULK WILL SMASH YOU-- FOREVER!
HIS RAGE IS A NEAR-TANGIBLE THING, SEETHING BENEATH HIS HIDE LIKE A THING ALIVE!
HIS FACE NOW LACKS ALL VESTIGE OF HUMANITY! IT IS A RICTUS... A TWISTED HORROR OF BESTIAL FURY!
SLOWLY, HE STALKS TOWARD SASQUATCH AND THE GIRL...
...AND THEN, HE SEES IT.
THERE, ON THE FACE OF THE GIRL HE HAD CALLED FRIEND...
...HE SEES NOTHING BUT RAW, NAKED FEAR.

AND SOMEHOW, EVEN THROUGH HIS BLINDING, SEARING RAGE, THE HULK KNOWS WHAT HAS CAUSED THAT FEAR.
ALL RIGHT, HULK, THIS HAS ALREADY GONE FURTHER THAN I'D PLANNED...
... BUT IF YOU WANT ME, HERE I AM.
JUST PROMISE ME THAT YOU WON'T HARM THE GIRL!
HULK?
BAH! HULK IS FINISHED!
WHAT? BUT I DON'T UNDER-STAND...
WHAT IS TO UNDER-STAND?
PLEASE, HULK...I-I'M SORRY. I...
SORRY? YOU ARE SORRY?! YOU TRIED TO HURT HULK... MAYBE TRIED TO KILL HIM!
AND WHY? BECAUSE YOU THOUGHT YOU WERE STRONG?
BECAUSE YOU THOUGHT YOU WERE STRONGER THAN THE HULK? WELL, YOU WERE WRONG... WRONG!

NO ONE IS STRONGER THAN THE HULK!
YUUNNGH!

NOW HULK IS FINISHED. FINISHED WITH FIGHT... FINISHED WITH GIRL...
...FINISHED WITH EVERYTHING!

WELL... IF NOTHING ELSE, I AT LEAST MANAGED TO SAVE YOU, MISS.
SAVE ME, SASQUATCH? SAVE ME FROM WHAT?

THERE IS SILENCE THEN, ACROSS THE NORTHERN ROCKIES. ALL IS SILENT...
...SAVE FOR THE OCCASIONAL CRUNCH OF MASSIVE FEET.

SILENCE IS ALL THE HULK WANTS NOW. FOR TONIGHT HE LOOKED INTO A GIRL'S FACE, AND SAW ONLY FEAR...

...FEAR THAT DROVE A FRIEND AWAY...
...A LIVING FEAR CALLED... THE HULK.
FIN

THE KID WHO COLLECTS SPIDER-MAN!

CONOVER'S CORNER
by JACOB CONOVER

Timothy Harrison is one of those special young men. He's sharp, bright, likable, and nine years old... going on thirty-five. You know the kind I mean. You talk to him for five minutes, and you get the odd feeling that he's already been around the track a few times, despite his youthful appearance.

Tim (he prefers not to be called Timmy) is like a lot of other kids his age. He's seen all the Star Wars movies about a dozen times each. He's a big Mets fan, and he enjoys whatever noise that's passing for music these days. What makes Tim different from most of his classmates, though, is that he has a hobby of which J. Jonah Jameson, this paper's esteemed publisher, would certainly not approve.

Tim collects Spider-Man.

He has a huge old trunk filled with Spider-Man memorabilia. There

SPIDER-MAN WANTS TO MEET ME?! NOW I KNOW I'M DREAMING!
THIS CAN'T BE REAL!
WHO'S NOT REAL, TIM? ME?
NOPE, I'M AS REAL AS THEY COME... THE ONE-AND-ONLY GENUINE AMAZING SPIDER-MAN!
BUT IT LOOKS LIKE YOU COULD STILL USE A LITTLE--
--CONVINCING!
THUMP
HUH?
WHERE'D HE GO?
WHERE'D HE GO?
RIGHT DOWN HERE! NOW DO YOU BELIEVE I'M REALLY SPIDER-MAN?
OH, YEAH!

OKAY, EASY DOES DOES IT... DON'T WANT TO SPILL YOU OUT ON THE FLOOR!
THAT... THAT WAS GREAT! THAT WAS GREATER THAN GREAT! BUT HOW COME--?
HOW COME I CAME TO SEE YOU?
OH, I HAPPENED TO SEE THAT ARTICLE ABOUT YOU IN THE DAILY BUGLE, AND I JUST COULDN'T PASS UP A CHANCE TO MEET SUCH A FAITHFUL FAN!
COULD I SEE YOUR COLLECTION?
BOY! YOU BET!

Tim collects Spider-Man.

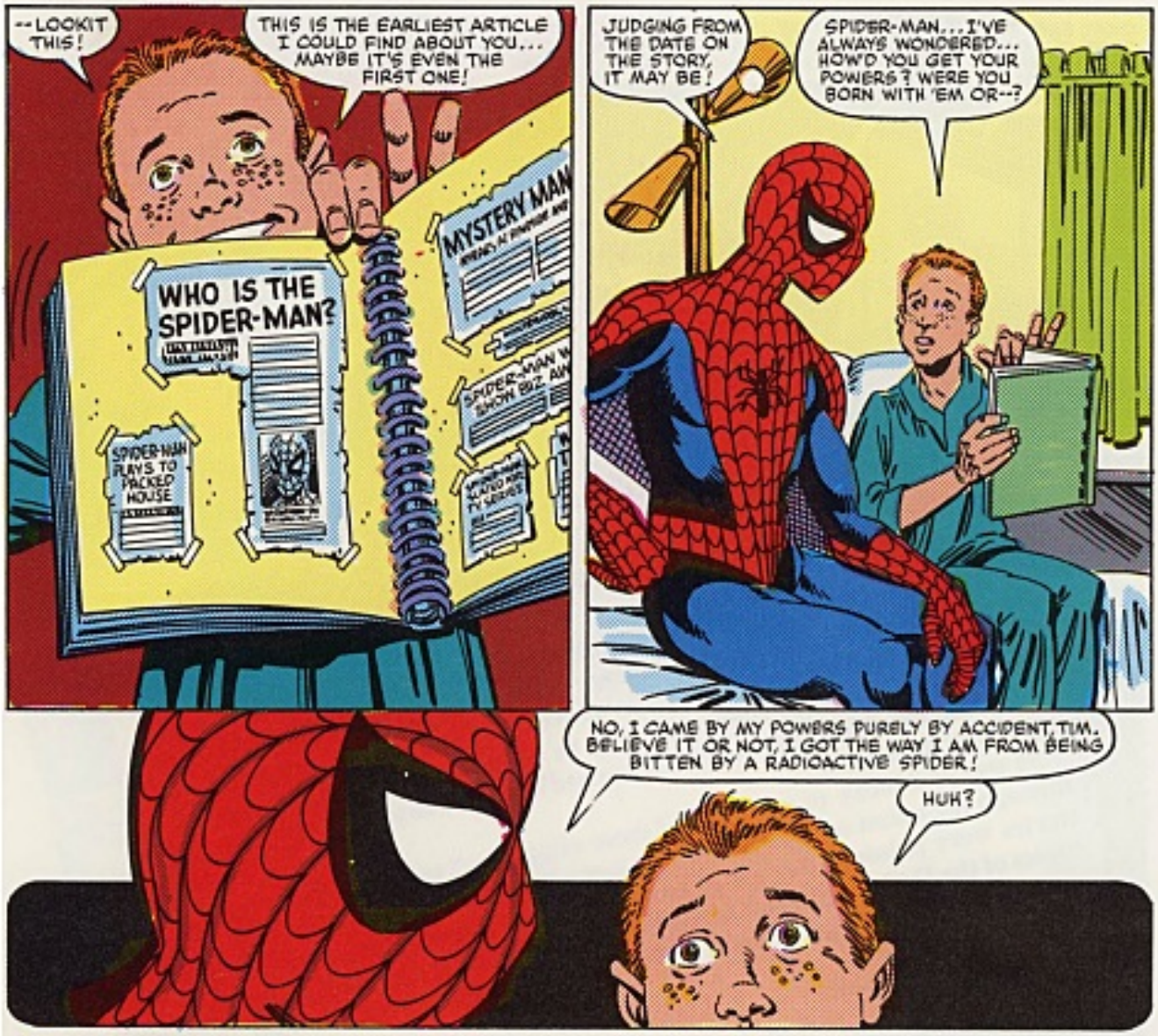
He has a huge old trunk filled with Spider-Man memorabilia. There are eight big scrapbooks overflowing with magazine and newspaper clippings, kinescopes of Spider-Man's rare television appearances, and a handful of souvenirs which can only be called unique. When I paid Tim a visit the other day, he eagerly opened his trunk to answer my typically nosy questions.

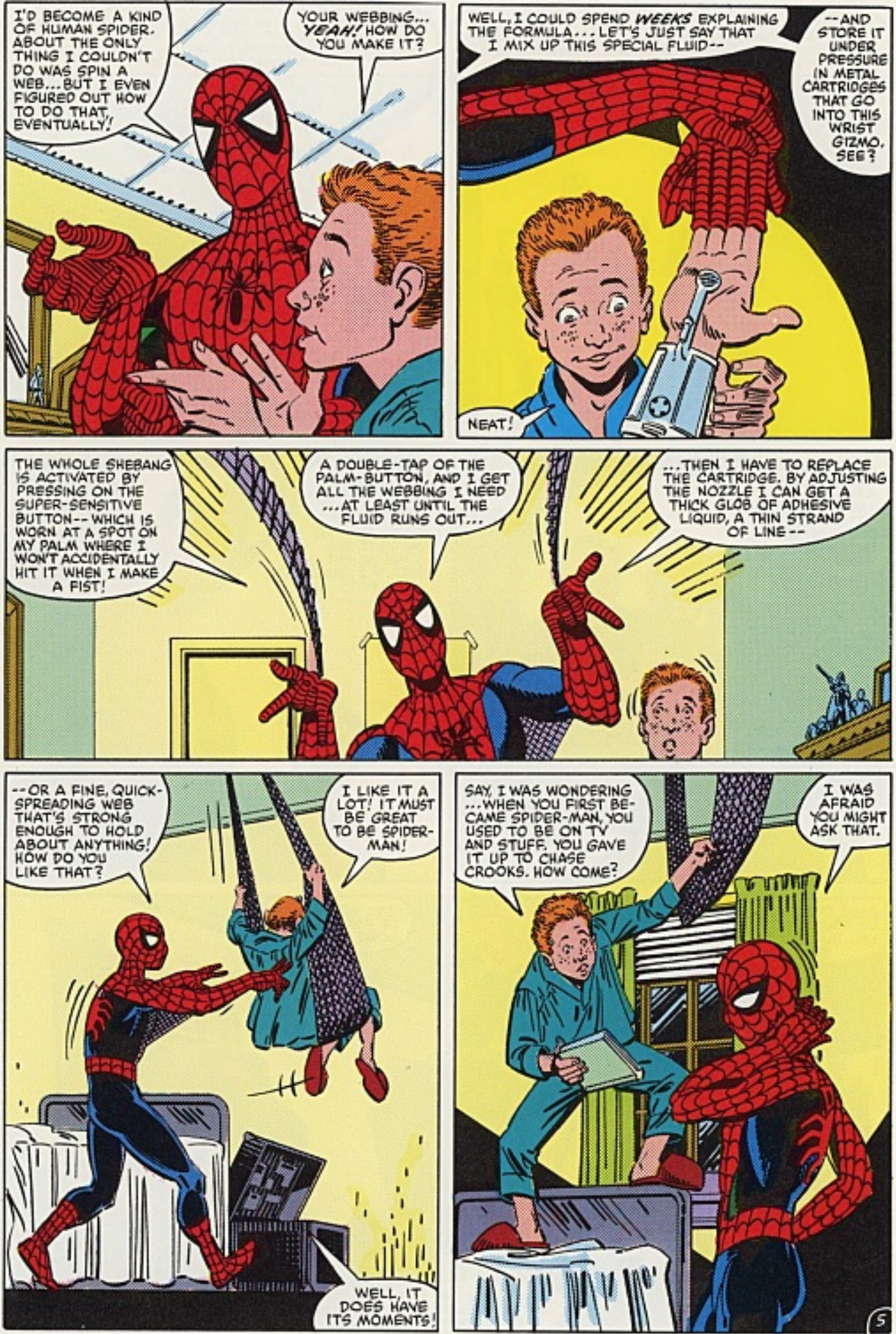
"I was real lucky to get some of these clippings," said Tim, flipping through the oldest scrapbook. "I was just a little kid when a lot of these stories were printed. But my grandfather knew a lady who saved old copies of the *Daily Bugle*, and a bunch of other papers, going back a long way. So I was able to get clippings of the earliest stories on Spider-Man that were ever run."

And the Kinescopes?

"They were harder to find," admitted Tim. "Heck, most folks at TV station had practically forgotten that Spider-M

I'VE GOT STUFF FROM NEWSPAPERS AND MAGAZINES... EVEN SOME OLD FILMS OF WHEN YOU WERE ON TV!
LET ME SEE THAT!
WELL, I'LL BE! THERE I AM, DOING MY ACT ON "VARIETY TIME!" THIS REALLY TAKES ME BACK!
IF YOU THINK THAT'S SOMETHING--
3


--LOOKIT THIS!
THIS IS THE EARLIEST ARTICLE I COULD FIND ABOUT YOU... MAYBE IT'S EVEN THE FIRST ONE!
WHO IS THE SPIDER-MAN?
MYSTERY MAN
SPIDER-MAN PLAYS TO PACKED HOUSE
JUDGING FROM THE DATE ON THE STORY, IT MAY BE!
SPIDER-MAN... I'VE ALWAYS WONDERED... HOW'D YOU GET YOUR POWERS? WERE YOU BORN WITH 'EM OR--?
NO, I CAME BY MY POWERS PURELY BY ACCIDENT, TIM. BELIEVE IT OR NOT, I GOT THE WAY I AM FROM BEING BITTEN BY A RADIOACTIVE SPIDER!
HUH?
"I KNOW IT SOUNDS CRAZY, BUT IT'S TRUE! I WAS ATTENDING A SCIENCE EXHIBITION, AND A SPIDER WHICH HAD GOTTEN TOO CLOSE TO ONE OF THE EXHIBITS PUT THE BITE ON ME!"
OW!
"I'M JUST LUCKY THAT BITE DIDN'T MAKE ME DEATHLY ILL. SOMEHOW, THOUGH, THE IRRADIATED VENOM DID SOMETHING TO MY BODY CHEMISTRY.
"I SOON FOUND THAT I'D BECOME INCREDIBLY FAST... I COULD LEAP GREAT DISTANCES... CLING TO THE SIDES OF BUILDINGS!
"AND I'D BECOME VERY STRONG!"
I... I CRUSHED THIS STEEL VENT PIPE, AS THOUGH IT WERE PAPER!
4


I'D BECOME A KIND OF HUMAN SPIDER. ABOUT THE ONLY THING I COULDN'T DO WAS SPIN A WEB... BUT I EVEN FIGURED OUT HOW TO DO THAT, EVENTUALLY!
YOUR WEBBING... YEAH! HOW DO YOU MAKE IT?
WELL, I COULD SPEND WEEKS EXPLAINING THE FORMULA... LET'S JUST SAY THAT I MIX UP THIS SPECIAL FLUID--
--AND STORE IT UNDER PRESSURE IN METAL CARTRIDGES THAT GO INTO THIS WRIST GIZMO. SEE?
NEAT!
THE WHOLE SHEBANG IS ACTIVATED BY PRESSING ON THE SUPER-SENSITIVE BUTTON-- WHICH IS WORN AT A SPOT ON MY PALM WHERE I WON'T ACCIDENTALLY HIT IT WHEN I MAKE A FIST!
A DOUBLE-TAP OF THE PALM-BUTTON, AND I GET ALL THE WEBBING I NEED ...AT LEAST UNTIL THE FLUID RUNS OUT...
...THEN I HAVE TO REPLACE THE CARTRIDGE. BY ADJUSTING THE NOZZLE I CAN GET A THICK GLOB OF ADHESIVE LIQUID, A THIN STRAND OF LINE--
--OR A FINE, QUICK-SPREADING WEB THAT'S STRONG ENOUGH TO HOLD ABOUT ANYTHING! HOW DO YOU LIKE THAT?
I LIKE IT A LOT! IT MUST BE GREAT TO BE SPIDER-MAN!
WELL, IT DOES HAVE ITS MOMENTS!
SAY, I WAS WONDERING ...WHEN YOU FIRST BECAME SPIDER-MAN, YOU USED TO BE ON TV AND STUFF. YOU GAVE IT UP TO CHASE CROOKS. HOW COME?
I WAS AFRAID YOU MIGHT ASK THAT.
5

"I STARTED OUT TO MAKE MONEY WITH MY POWERS... AND I WASN'T INTERESTED IN MUCH ELSE. ONE DAY, LEAVING A TV STUDIO, I SAW A GUARD CHASING A BURGLAR. I COULD HAVE STOPPED HIM, BUT I DIDN'T. HE GOT AWAY.
"A FEW WEEKS LATER, THE SAME BURGLAR BROKE INTO THE HOME OF... SOME PEOPLE WHO MEANT A LOT TO ME. THE PEOPLE SURPRISED THE BURGLAR, HE PULLED A GUN, AND AN INNOCENT MAN DIED."
IF I'D STOPPED THAT BURGLAR WHEN I FIRST HAD THE CHANCE--! BUT NO, ALL I CARED ABOUT THEN WAS MYSELF!
AND THAT'S WHY--?
YEAH, THAT'S WHY I STARTED CHASING CROOKS. I CAUGHT THAT BURGLAR, AND I SWORE THAT NO ONE ELSE WAS GOING TO GET HURT IF I COULD HELP IT!
MAYBE YOU SHOULD HAVE PICKED SOMEONE ELSE TO START A SCRAPBOOK ABOUT, TIM.
GEEZ, DO YA HAVE TO BE SO HARD ON YOURSELF? I KNOW YOU MESSED UP... BUT AT LEAST YOU'VE TRIED TO MAKE UP FOR IT.
I'LL BE MAKING UP FOR IT FOR A LONG, LONG TIME.
HEY, COME ON! I'VE GOT LOTS MORE STUFF TO SHOW YOU!

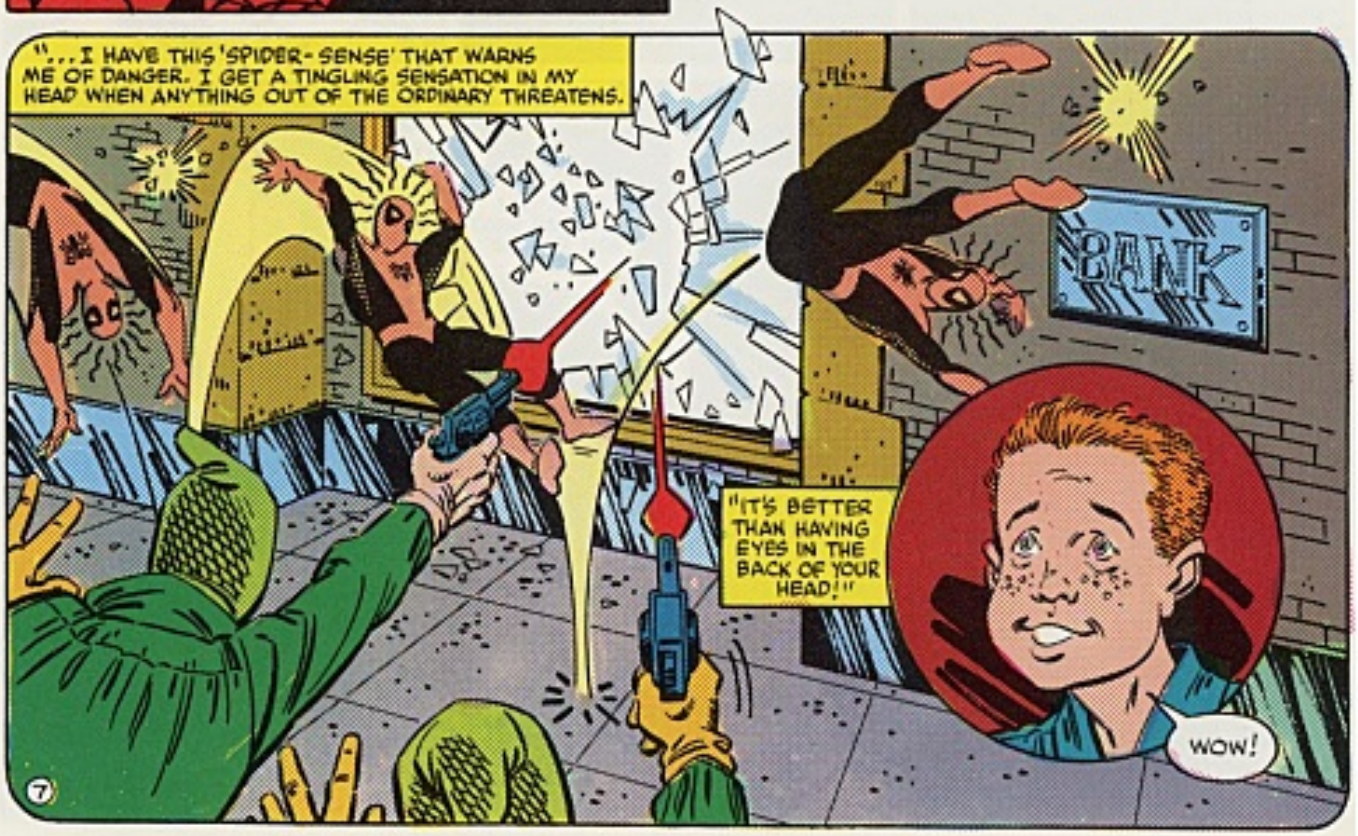
...hms... just like that!"

And, of course, there are those souvenirs.

"My cousin Al was on a field trip to some museum in the city, when Spider-Man stopped some guys who were trying to steal rare jewels that were on loan from India or somewhere. Al had his camera with him, and he shot a whole set of slides of Spider-Man in action!" Then, Tim dug into the trunk and pulled out a jar holding five flattened .38 slugs. "I dug these out of the sides of a building in Forest Hills, the day after Spider-Man surprised some hold-up men outside of a branch bank! He moved so fast, they never hit him once!" said Tim proudly.

There were other items in the trunk, but I wasn't as interested in them, as I was in the young man who collected them. Tim was obviously quite an admirer of the ...one.

YEAH! I WISH I COULD'VE SEEN YOU DODGE THOSE BULLETS! I'LL NEVER FIGURE OUT HOW YOU DO THAT!
WELL, PART OF IT IS SPEED, OF COURSE. BUT, IF YOU CAN KEEP A SECRET...


"...I HAVE THIS 'SPIDER-SENSE' THAT WARNS ME OF DANGER. I GET A TINGLING SENSATION IN MY HEAD WHEN ANYTHING OUT OF THE ORDINARY THREATENS.
BANK
"IT'S BETTER THAN HAVING EYES IN THE BACK OF YOUR HEAD!"
WOW!
7

-Man surprised some hold-up men [illegible] a branch bank. He ed so fast, they never hit him once!" said Tim proudly.

There were other items in the trunk, but I wasn't as interested in them, as I was in the young man who collected them. Tim was obviously quite an admirer of the anonymous, masked man whom our publisher often refers to (under his breath, of course) in terms not suitable for the pages of a family newspaper. Didn't it bother Tim that his hero so seldom received favorable headlines?

"A little," admitted Tim, "but it's given me material for a whole new scrapbook."

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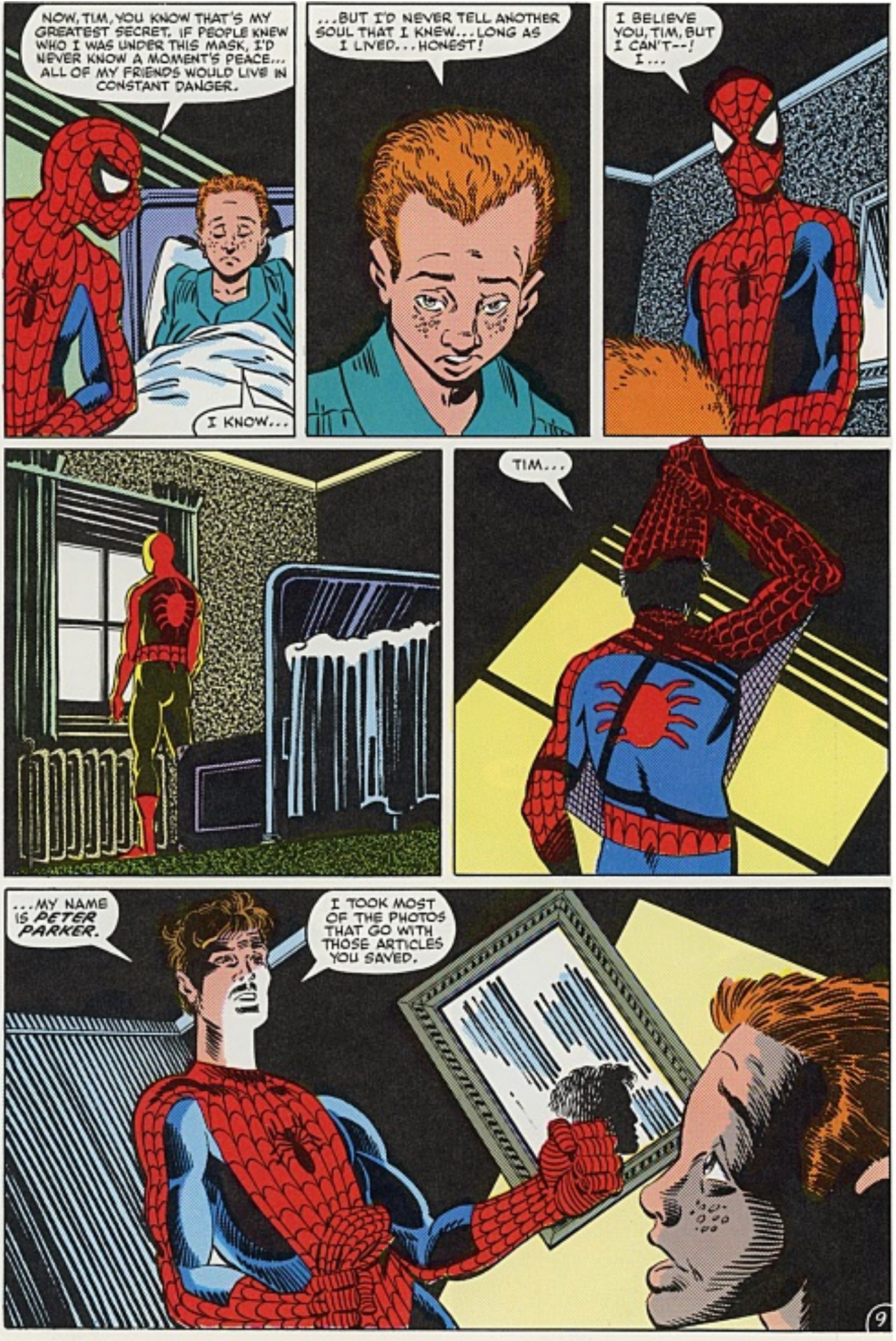
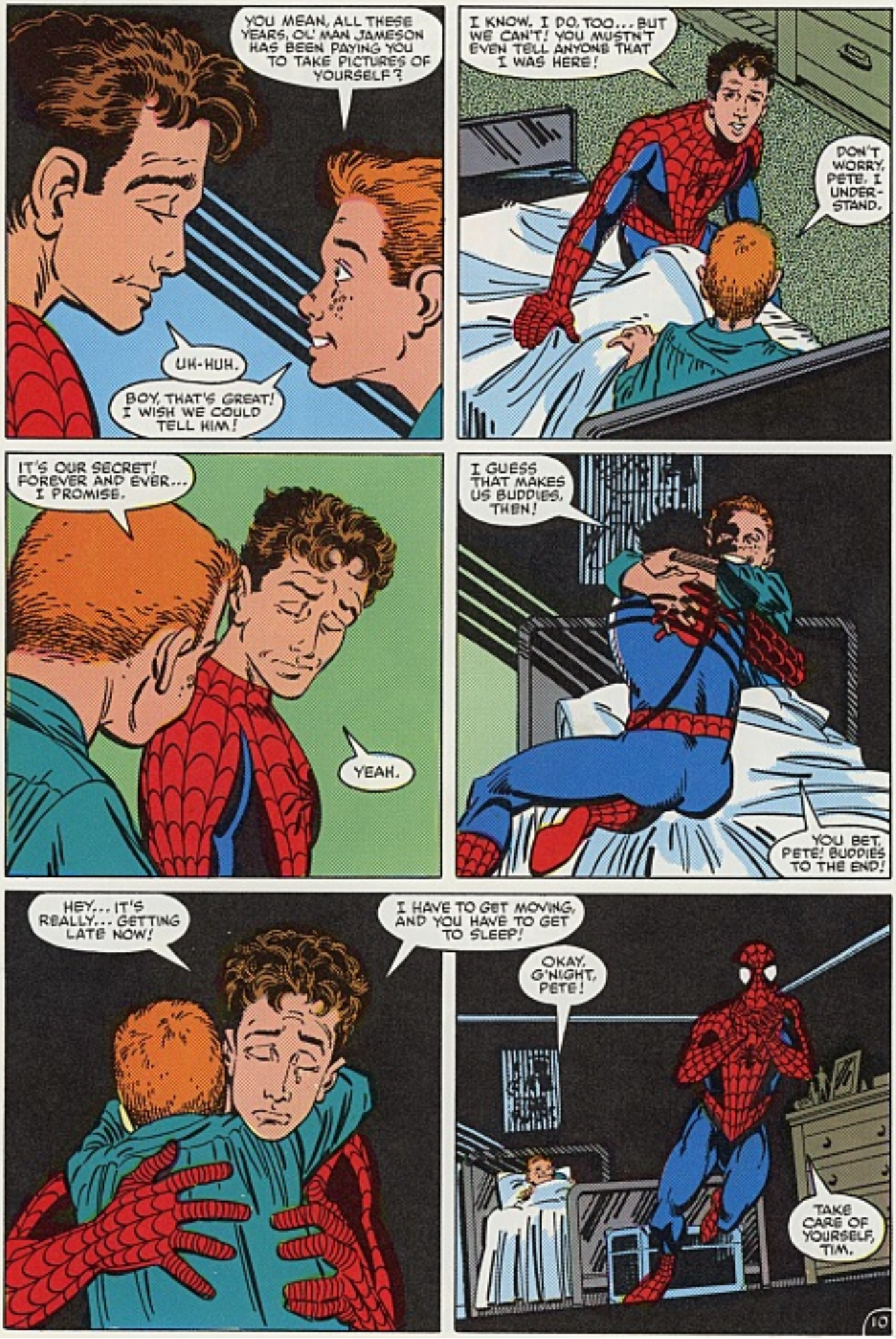
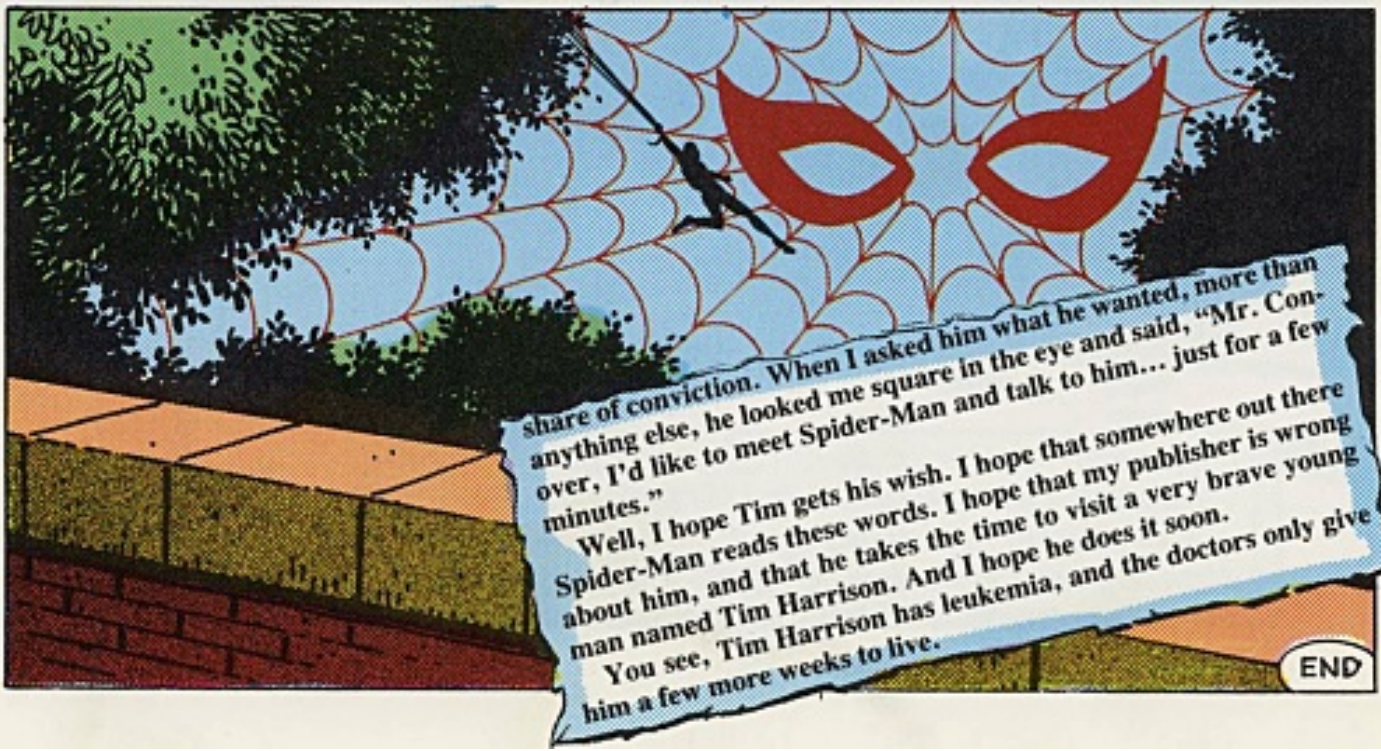
HAH! HERE'S THE RETRACTION FROM THE TIME JAMESON ACCUSED ME OF BEING ELECTRO! BOY, HOW HE HATED TO RUN THAT ONE!
HEH-HEH-HEH!
RETRACTIONS
WELL, TIM, I COULD DO THIS ALL NIGHT, BUT I HAVE PLACES TO GO... AND YOU OUGHT TO BE GETTING TO SLEEP! OKAY?
OKAY.
SLEEP TIGHT.
KLIK
I WILL.


NOW, TIM, YOU KNOW THAT'S MY GREATEST SECRET. IF PEOPLE KNEW WHO I WAS UNDER THIS MASK, I'D NEVER KNOW A MOMENT'S PEACE... ALL OF MY FRIENDS WOULD LIVE IN CONSTANT DANGER.
I KNOW...
...BUT I'D NEVER TELL ANOTHER SOUL THAT I KNEW... LONG AS I LIVED... HONEST!
I BELIEVE YOU, TIM, BUT I CAN'T--! I...
TIM...
...MY NAME IS PETER PARKER.
I TOOK MOST OF THE PHOTOS THAT GO WITH THOSE ARTICLES YOU SAVED.

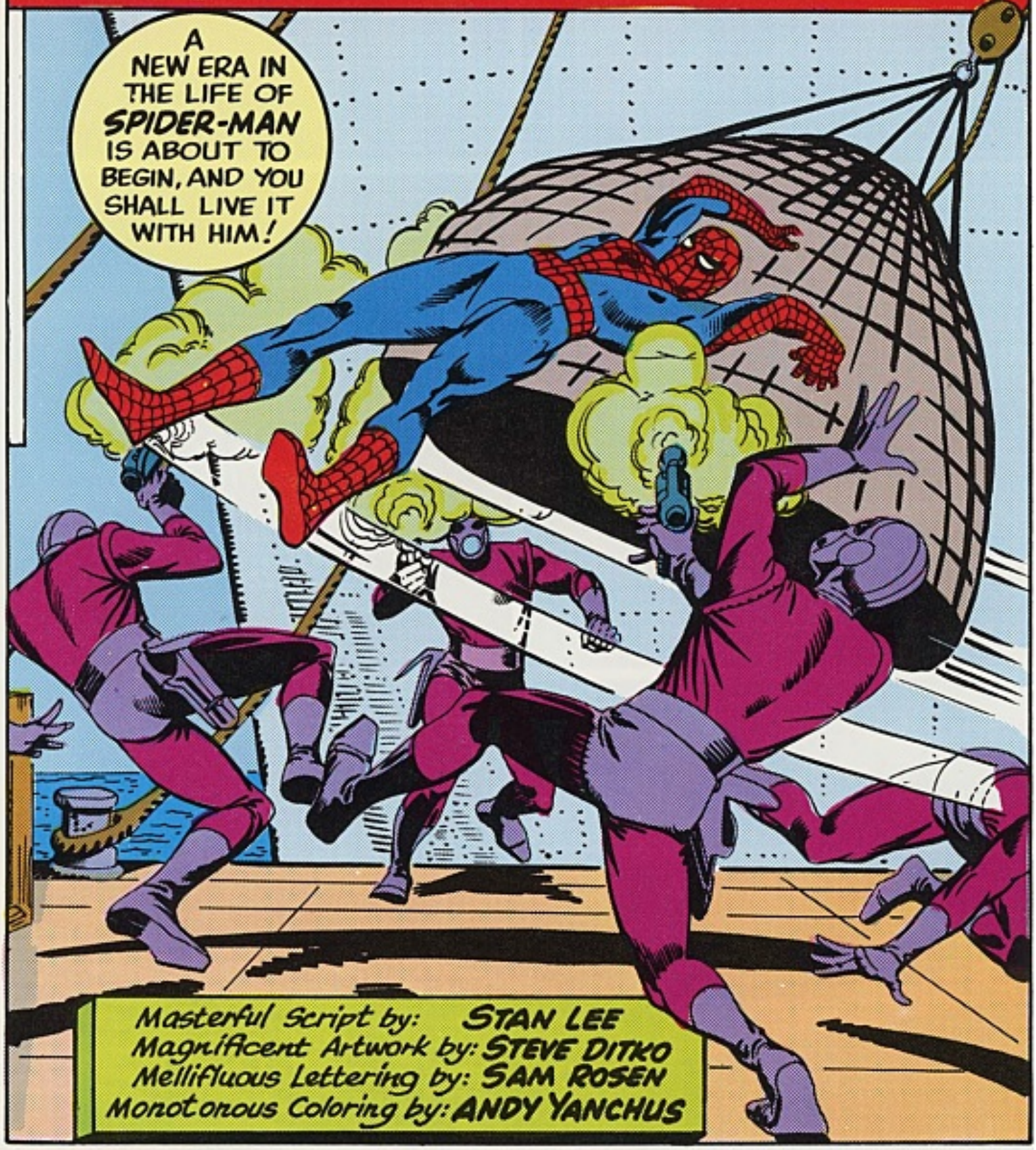

YOU MEAN, ALL THESE YEARS, OL' MAN JAMESON HAS BEEN PAYING YOU TO TAKE PICTURES OF YOURSELF?
UH-HUH.
BOY, THAT'S GREAT! I WISH WE COULD TELL HIM!
I KNOW. I DO, TOO... BUT WE CAN'T! YOU MUSTN'T EVEN TELL ANYONE THAT I WAS HERE!
DON'T WORRY, PETE. I UNDER-STAND.
IT'S OUR SECRET! FOREVER AND EVER... I PROMISE.
YEAH.
I GUESS THAT MAKES US BUDDIES, THEN!
YOU BET, PETE! BUDDIES TO THE END!
HEY... IT'S REALLY... GETTING LATE NOW!
I HAVE TO GET MOVING, AND YOU HAVE TO GET TO SLEEP!
OKAY. G'NIGHT, PETE!
TAKE CARE OF YOURSELF, TIM.

SLOCUM-BREWER
CANCER CLINIC

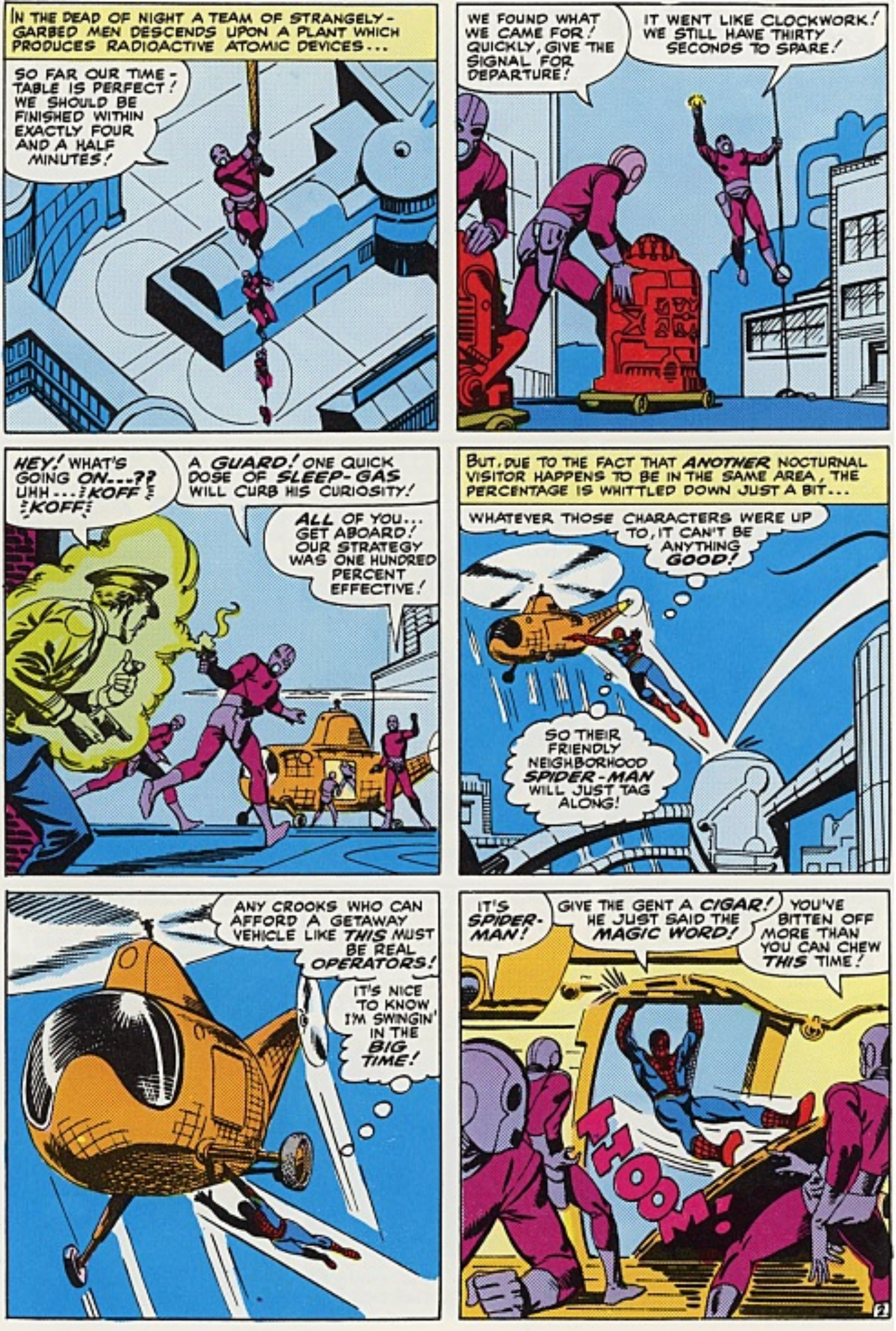

share of conviction. When I asked him what he wanted, more than anything else, he looked me square in the eye and said, "Mr. Conover, I'd like to meet Spider-Man and talk to him... just for a few minutes."
Well, I hope Tim gets his wish. I hope that somewhere out there Spider-Man reads these words. I hope that my publisher is wrong about him, and that he takes the time to visit a very brave young man named Tim Harrison. And I hope he does it soon.
You see, Tim Harrison has leukemia, and the doctors only give him a few more weeks to live.
END

The AMAZING SPIDER-MAN!

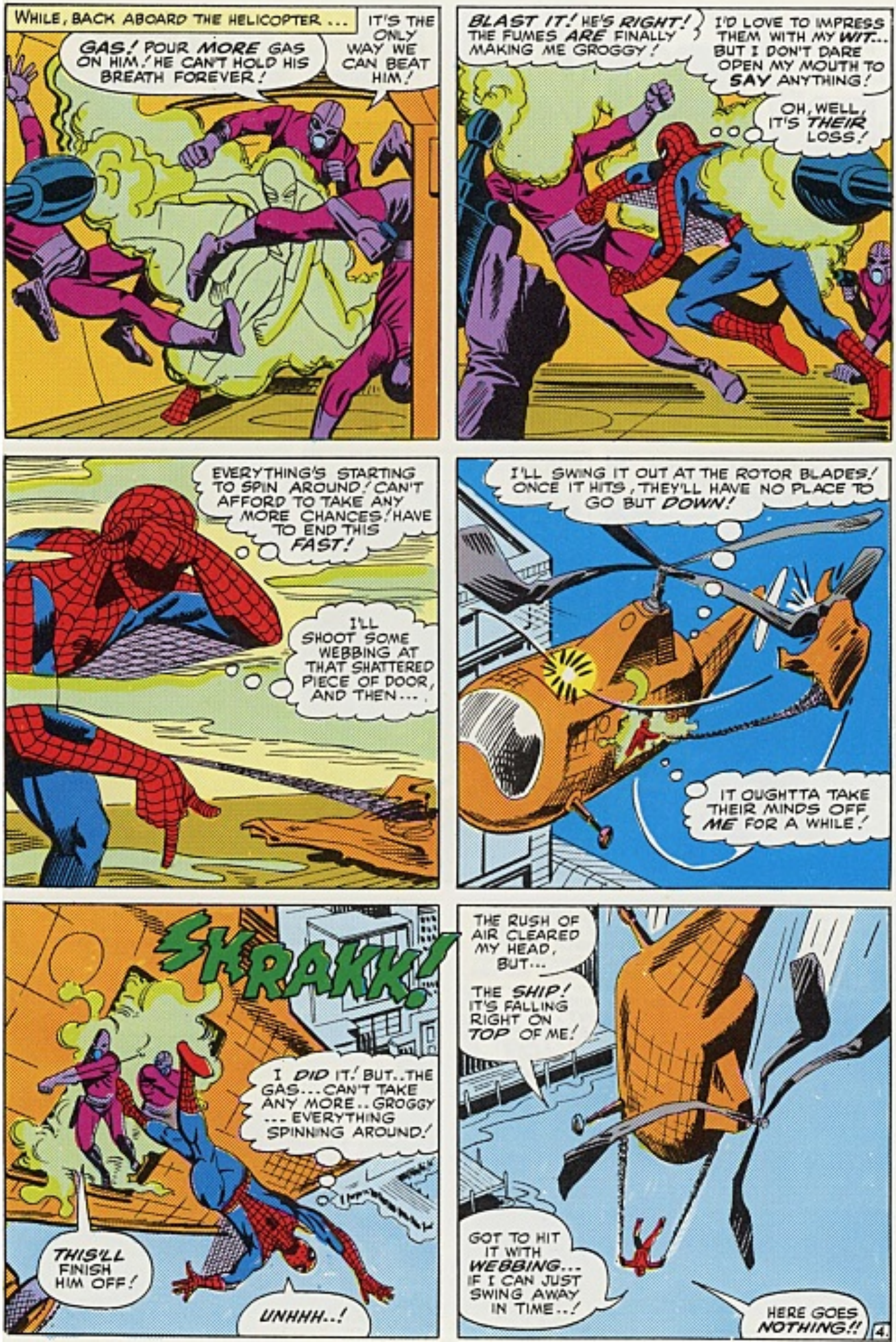
"IF THIS BE MY DESTINY...!"

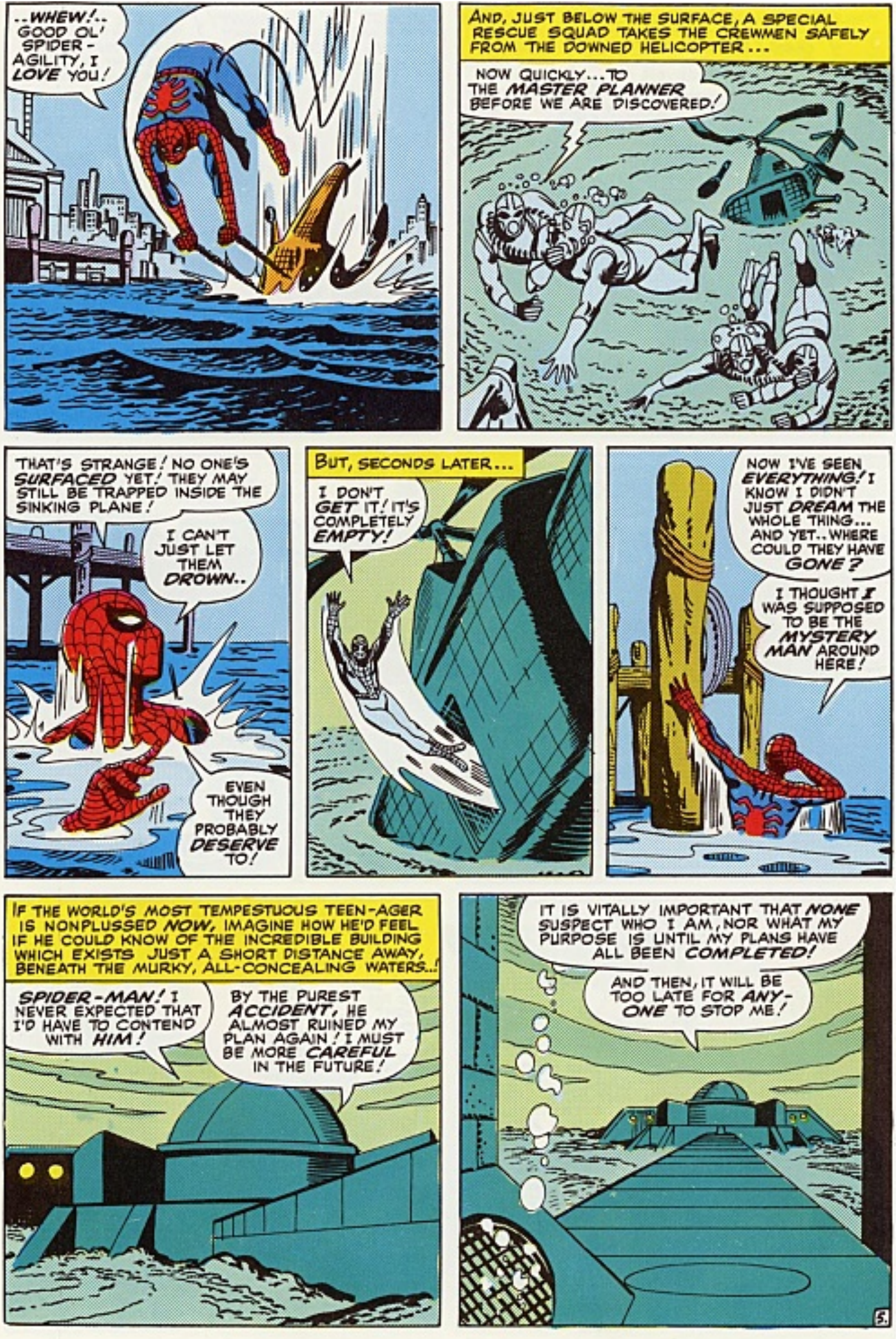


Masterful Script by: STAN LEE
Magnificent Artwork by: STEVE DITKO
Mellifluous Lettering by: SAM ROSEN
Monotonous Coloring by: ANDY YANCHUS


IN THE DEAD OF NIGHT A TEAM OF STRANGELY-GARBED MEN DESCENDS UPON A PLANT WHICH PRODUCES RADIOACTIVE ATOMIC DEVICES...
SO FAR OUR TIME-TABLE IS PERFECT! WE SHOULD BE FINISHED WITHIN EXACTLY FOUR AND A HALF MINUTES!
WE FOUND WHAT WE CAME FOR! QUICKLY, GIVE THE SIGNAL FOR DEPARTURE!
IT WENT LIKE CLOCKWORK! WE STILL HAVE THIRTY SECONDS TO SPARE!
HEY! WHAT'S GOING ON...?? UHH...!KOFF! !KOFF!
A GUARD! ONE QUICK DOSE OF SLEEP-GAS WILL CURB HIS CURIOSITY!
ALL OF YOU... GET ABOARD! OUR STRATEGY WAS ONE HUNDRED PERCENT EFFECTIVE!
BUT, DUE TO THE FACT THAT ANOTHER NOCTURNAL VISITOR HAPPENS TO BE IN THE SAME AREA, THE PERCENTAGE IS WHITTLED DOWN JUST A BIT...
WHATEVER THOSE CHARACTERS WERE UP TO, IT CAN'T BE ANYTHING GOOD!
SO THEIR FRIENDLY NEIGHBORHOOD SPIDER-MAN WILL JUST TAG ALONG!
ANY CROOKS WHO CAN AFFORD A GETAWAY VEHICLE LIKE THIS MUST BE REAL OPERATORS!
IT'S NICE TO KNOW I'M SWINGIN' IN THE BIG TIME!
IT'S SPIDER-MAN!
GIVE THE GENT A CIGAR! HE JUST SAID THE MAGIC WORD!
YOU'VE BITTEN OFF MORE THAN YOU CAN CHEW THIS TIME!
THOOM!
2

GIVE HIM A SHOT OF SLEEP GAS! HE HAS TO BREATHE, LIKE ANYONE ELSE!
AND HURRY! IT WOULD TAKE AN ARMY TO HOLD HIM!
GAS! LUCKY FOR ME THEY SHOUTED IT OUT IN TIME FOR ME TO TAKE A DEEP GULP OF AIR!
I CAN HOLD MY BREATH MUCH LONGER THAN THEY SUSPECT... AND THE OPEN HATCH IS SUCKING OUT MOST OF THE GAS ANYWAY!
WHILE, AT THE REAR OF THE PLANE...
JUST HAD A MESSAGE FROM THE MASTER PLANNER! USE EMERGENCY PLAN "G" TO FOIL SPIDER-MAN!
WILL DO!
WITHIN SECONDS, THE STOLEN DEVICES ARE ENCASED IN WATERPROOF COVERS WITH ELECTRONIC SIGNALLING DEVICES ATTACHED...
EVERYTHING IS READY NOW!
THEN CARRY OUT PLAN 'G'!
AND, AS SPIDEY STILL BATTLES FEROCIOUSLY AT THE OTHER END OF THE SHIP...
CARGO DISPOSED OF AS ORDERED!
THEN, FROM A HIDDEN, UNDERWATER BASE, SOME DISTANCE AWAY, A CRISP ORDER IS BARKED...
ATTENTION, TASK FORCE "R"! RETRIEVE JETTISONED UNITS, AND STAND BY!
SILENTLY, UNHESITATINGLY, LIKE AWESOME UNDERWATER GHOSTS, A SMALL GROUP OF IDENTICALLY-GARBED SWIMMERS LEAVE THE STRANGE, SUBMERGED STRUCTURE..
OUR COURSE IS DUE EAST BY NORTH-EAST!
AND, SCANT MINUTES LATER...
THERE ARE THE UNITS... EXACTLY AS DESCRIBED!
3


WHILE, BACK ABOARD THE HELICOPTER ...
GAS! POUR MORE GAS ON HIM! HE CAN'T HOLD HIS BREATH FOREVER!
IT'S THE ONLY WAY WE CAN BEAT HIM!
BLAST IT! HE'S RIGHT! THE FUMES ARE FINALLY MAKING ME GROGGY!
I'D LOVE TO IMPRESS THEM WITH MY WIT... BUT I DON'T DARE OPEN MY MOUTH TO SAY ANYTHING!
OH, WELL, IT'S THEIR LOSS!
EVERYTHING'S STARTING TO SPIN AROUND! CAN'T AFFORD TO TAKE ANY MORE CHANCES! HAVE TO END THIS FAST!
I'LL SHOOT SOME WEBBING AT THAT SHATTERED PIECE OF DOOR, AND THEN ...
I'LL SWING IT OUT AT THE ROTOR BLADES! ONCE IT HITS, THEY'LL HAVE NO PLACE TO GO BUT DOWN!
IT OUGHTTA TAKE THEIR MINDS OFF ME FOR A WHILE!
SKRAKK!
I DID IT! BUT..THE GAS...CAN'T TAKE ANY MORE..GROGGY ...EVERYTHING SPINNING AROUND!
THIS'LL FINISH HIM OFF!
UNHHH..!
THE RUSH OF AIR CLEARED MY HEAD, BUT...
THE SHIP! IT'S FALLING RIGHT ON TOP OF ME!
GOT TO HIT IT WITH WEBBING... IF I CAN JUST SWING AWAY IN TIME..!
HERE GOES NOTHING!!
4.


--WHEW!-- GOOD OL' SPIDER-AGILITY, I LOVE YOU!
AND, JUST BELOW THE SURFACE, A SPECIAL RESCUE SQUAD TAKES THE CREWMEN SAFELY FROM THE DOWNED HELICOPTER...
NOW QUICKLY...TO THE MASTER PLANNER BEFORE WE ARE DISCOVERED!
THAT'S STRANGE! NO ONE'S SURFACED YET! THEY MAY STILL BE TRAPPED INSIDE THE SINKING PLANE!
I CAN'T JUST LET THEM DROWN..
EVEN THOUGH THEY PROBABLY DESERVE TO!
BUT, SECONDS LATER...
I DON'T GET IT! IT'S COMPLETELY EMPTY!
NOW I'VE SEEN EVERYTHING! I KNOW I DIDN'T JUST DREAM THE WHOLE THING... AND YET.. WHERE COULD THEY HAVE GONE?
I THOUGHT I WAS SUPPOSED TO BE THE MYSTERY MAN AROUND HERE!
IF THE WORLD'S MOST TEMPESTUOUS TEEN-AGER IS NONPLUSSED NOW, IMAGINE HOW HE'D FEEL IF HE COULD KNOW OF THE INCREDIBLE BUILDING WHICH EXISTS JUST A SHORT DISTANCE AWAY, BENEATH THE MURKY, ALL-CONCEALING WATERS...!
SPIDER-MAN! I NEVER EXPECTED THAT I'D HAVE TO CONTEND WITH HIM!
BY THE PUREST ACCIDENT, HE ALMOST RUINED MY PLAN AGAIN! I MUST BE MORE CAREFUL IN THE FUTURE!
IT IS VITALLY IMPORTANT THAT NONE SUSPECT WHO I AM, NOR WHAT MY PURPOSE IS UNTIL MY PLANS HAVE ALL BEEN COMPLETED!
AND THEN, IT WILL BE TOO LATE FOR ANY-ONE TO STOP ME!
5.

THE NEXT MORNING, PETER PARKER BIDS HIS DOTING *AUNT MAY* GOODBYE AS HE HEADS FOR THE CAMPUS OF EMPIRE STATE UNIVERSITY...

I'VE GOT TO RUSH, AUNT MAY! IT'S TIME TO REPORT FOR REGISTRATION AT COLLEGE!

GOOD LUCK, DEAR! I HOPE YOU'LL BE PLEASED WITH YOUR SCHEDULE!

HE'S JUST LIKE HIS *FATHER*... CHEERFUL, ENTHUSIASTIC, AND BRIGHT! HE'S BEEN LIKE A *SON* TO ME ALL THESE YEARS!

AND, HE WAS SO *HAPPY*, THAT I DIDN'T HAVE THE HEART TO SPOIL IT... BY TELLING HIM... HOW VERY *ILL* I'VE BEEN FEELING...!

FOR THE NEXT FEW HOURS, PETER PARKER IS KEPT SO BUSY THAT HE HASN'T TIME TO THINK OF HIS AUNT MAY, OF THE STRANGE HAPPENINGS OF LAST NIGHT, OR OF *ANYTHING*, SAVE THE DAWNING OF A NEW AND EXCITING CAMPUS CAREER...

AS YOUR DEAN, I WELCOME YOU TO EMPIRE STATE UNIVERSITY! HERE AT E.S.U., YOU WILL BEGIN A NEW ACADEMIC LIFE, ONE WHICH I HOPE WILL BE RICHLY REWARDING!

YOU SCIENCE MAJORS WILL SPEND A GOOD DEAL OF TIME IN THIS LAB, AND IN OTHERS LIKE IT! IF YOU HAVE ANY QUESTIONS, DON'T HESITATE...!

WOW! I'VE NEVER FILLED OUT SO MANY CARDS AND FORMS IN MY LIFE!

AND, THE ONLY THINGS THAT DON'T HAVE TO BE SIGNED IN *DUPLICATE*, ARE THE ONES THAT HAVE TO BE DONE IN *TRIPLICATE*!

REGISTRATION

...*WHEW!*... I WONDER IF THEY HAVE A COURSE IN "HOW TO WAIT ON LINE!"?

NOW THEN, DO YOU HAVE ANY QUESTIONS ABOUT YOUR SCHEDULE...?

MILLIONS OF THEM!

WELL, WELL! IF IT ISN'T FEARLESS FLASH THOMPSON!

DROP DEAD!

BOOKS

YOU CAN PICK UP THE *REST* OF YOUR BOOKS TOMORROW!

IT WOULD BE EASIER JUST TO MOVE INTO THE *LIBRARY*!

I AM *BUSHED*! AND SCHOOL HASN'T REALLY *STARTED* YET!

BUT IT SURE WAS A *BALL*!

FINALLY, AS PETER PREPARES FOR A GOOD NIGHT'S SLEEP BEFORE THE FIRST DAY OF SCHOOL....
I'LL BE UP EARLY TO MAKE BREAK-FAST FOR YOU TOMORROW, DEAR!
YOU NEEDN'T BOTHER, AUNT MAY! I CAN FIX IT! YOU NEED YOUR REST!
NONSENSE, PETER! I WANT TO... OHHH...!
AUNT MAY! WHAT'S WRONG?!
SHE.. SHE'S FAINTED!
I'VE GOT TO SEND FOR THE DOCTOR ...RIGHT AWAY!
A HALF HOUR LATER ...
YOU MAY COME IN NOW, SON!
HOW IS SHE, DOC?
SHE'S VERY WEAK, MY BOY!
I'M NOT QUITE SURE WHAT'S WRONG, BUT, AT HER AGE, WE CAN'T AFFORD TO TAKE ANY CHANCES! I'LL SEND FOR THE AMBULANCE!
AMBULANCE? YOU MEAN...?
YES, PETER! SHE'LL HAVE TO GO TO THE HOSPITAL FOR SPECIAL TESTS!
IT.. IT HAPPENED SO SUDDENLY!
HELLO, THIS IS DR. BROMWELL! CONNECT ME WITH ADMITTING, PLEASE!
THEN, AFTER A SWIFT AMBULANCE RIDE ...
SHE'S A BIT STRONGER NOW! THE MEDICATION SEEMS TO HAVE HELPED!
PETER...
I'M RIGHT HERE, AUNT MAY!
EASY, SON.. DON'T TIRE HER!
YOU MUST TRY TO GET SOME REST NOW, MRS. PARKER!
I WILL.. BUT, POOR PETER... FIRST DAY OF SCHOOL TOMORROW... SHOULD BE ASLEEP... NOT WAITING UP... HERE!
DON'T YOU WORRY ABOUT ME, AUNT MAY! JUST YOU REST AND GET YOUR STRENGTH BACK, HEAR? I'LL BE JUST FINE!
7.

OF COURSE YOU WILL, DEAR! YOU'VE ALWAYS BEEN FINE! BEST NEPHEW A PERSON COULD WISH FOR... SO DECENT... AND TRUTHFUL... SO... MMMM...
SHE'S STARTING TO DOZE NOW! GOOD!

AND THEN...
SOME FINE NEPHEW I'VE BEEN! I DIDN'T EVEN SUSPECT SHE WAS ILL!
I WAS SO WRAPPED UP IN MY OWN AFFAIRS THAT I HARDLY EVER GAVE HER A THOUGHT!

AND FINALLY, AS DAWN SLOWLY BREAKS...
I COULDN'T SLEEP A WINK! COULDN'T GET AUNT MAY OUT OF MY MIND!
I'VE TAKEN HER FOR GRANTED ALL THESE YEARS! SHE'S BEEN LIKE A MOTHER TO ME... AND I HARDLY GAVE HER THE TIME OF DAY!

THUS, WEARY FROM LACK OF SLEEP, AND HEART-SICK WITH WORRY ABOUT HIS AUNT'S ILLNESS, THE WORLD'S MOST AMAZING TEENAGER BEGINS HIS FIRST DAY OF COLLEGE...
IF ANYTHING SHOULD HAPPEN TO HER, I... NO! I MUSTN'T EVEN THINK OF THAT! SHE'LL BE ALL RIGHT! SHE HAS TO BE!

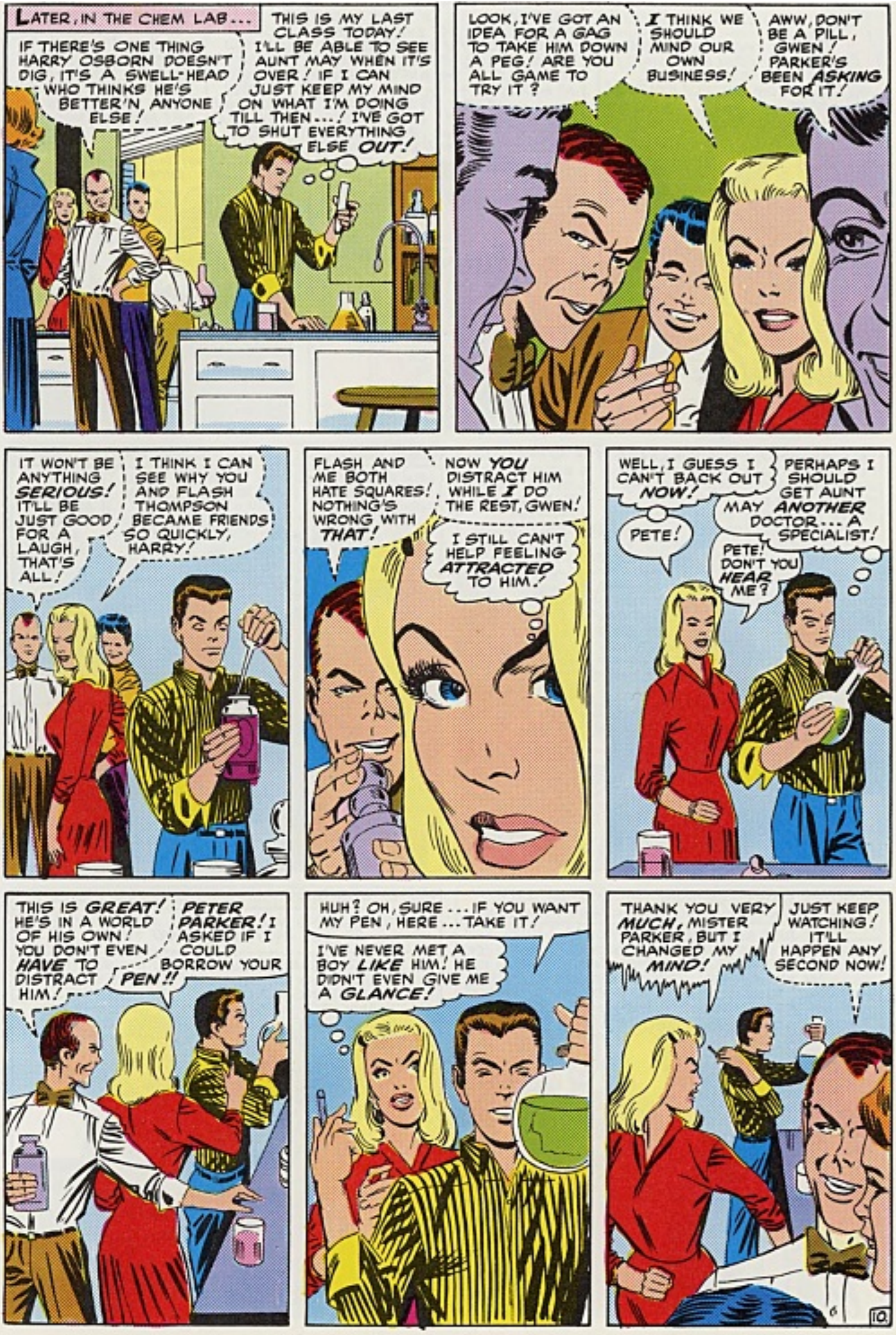
WHILE, A SHORT DISTANCE AHEAD, IN PETE'S FIRST CLASS, WE FIND...
HEARD A LOT ABOUT YOU, FLASH! I'M HARRY OSBORN, AND THIS LITTLE LADY IS THE EX-BEAUTY QUEEN OF STANDARD HIGH, AS IF YOU COULDN'T TELL!
THE LITTLE LADY HAS A NAME, FLASH! IT'S GWEN STACY AND I'VE FOLLOWED YOUR FOOTBALL CAREER ALL THROUGH HIGH SCHOOL!
YOU SHOULD HAVE LET ME KNOW, GWEN! I'D HAVE GIVEN YOU ALL THE FACTS IN PERSON!

DO YOU THINK YOU'LL BE AS SUCCESSFUL WITH COLLEGIATE FOOTBALL, FLASH?
WITH SOMEONE LIKE YOU WATCHING, I WON'T EVEN NEED THE OTHER TEN PLAYERS!

BUT THEN...
OH, NO! DON'T TELL ME I HAVE PUNY PARKER IN THIS CLASS!
ISN'T HE THE BOY WHO WON THE SCIENCE SCHOLARSHIP TO E.S.U.? HE MUST BE BRILLIANT!
HE LOOKS LIKE ANY OTHER FROSH TO ME!

WELL, I MIGHT AS WELL INTRODUCE YOU, SO YOU CAN SEE HOW SQUARE A GUY CAN BE!
HEY, PARKER... C'MERE! I WANNA TALK TO YOU!
HE DOESN'T SEEM TO HEAR YOU!

HOW ABOUT THAT?? HE IGNORED US! HE... IGNORED... US!!!
THE DOCTOR SAID I SHOULDN'T CALL THE HOSPITAL UNTIL MID-MORNING!
SOME FRIEND YOU'VE GOT THERE, FLASH!
KNOCK IT OFF, HARRY! THAT CREEP IS NO FRIEND OF MINE!
HE SEEMED NICE ENOUGH! PERHAPS HE DIDN'T HEAR YOU!
AND, AS THE FIRST CLASS BEGINS...
HE'S NOT AS HUSKY AS FLASH... BUT HE'S BRIGHTER ...AND VERY ATTRACTIVE!
I'VE GOT TO TRY TO FORGET AUNT MAY..AND CONCENTRATE ON THE PROF!
THEN, BETWEEN CLASSES...
THERE'S PETER PARKER! I MET HIM AT REGISTRATION! A REAL NICE GUY!
HI, PETE! HOW'S IT GOIN?
THERE'S JUST TIME FOR ONE PHONE CALL!
WOW! HOW WRONG CAN YA BE ABOUT A FELLA?!! WHAT A BRUSH-OFF HE GAVE ME!
IT WASN'T AS BAD AS THE ONE HE GAVE TO FLASH THOMPSON... AND FLASH WENT ALL THROUGH HIGH SCHOOL WITH HIM!
HIS SCHOLARSHIP MUST HAVE GONE TO HIS HEAD!
WHILE, UNAWARE OF THE STIR HE'S CAUSING, PETER EXCITEDLY CALLS THE HOSPITAL...
STILL NO CHANGE? NOTHING MORE YOU CAN TELL ME? OKAY... THANKS...!
AND THEN...
MIGHT AS WELL GET SOME STUDYING IN TILL MY NEXT CLASS!
BUT, I STILL FEEL I SHOULD BE AT THE HOSPITAL!
IT'S NO USE! I CAN'T CONCENTRATE! ALL I CAN THINK OF IS POOR AUNT MAY... SO TERRIBLY ILL...!
AND, WITH ALL MY POWER, WITH ALL MY SPIDER-STRENGTH... THERE'S NOTHING I CAN DO TO HELP HER!
9


LATER, IN THE CHEM LAB...
IF THERE'S ONE THING HARRY OSBORN DOESN'T DIG, IT'S A SWELL-HEAD WHO THINKS HE'S BETTER'N ANYONE ELSE!
THIS IS MY LAST CLASS TODAY! I'LL BE ABLE TO SEE AUNT MAY WHEN IT'S OVER! IF I CAN JUST KEEP MY MIND ON WHAT I'M DOING TILL THEN...! I'VE GOT TO SHUT EVERYTHING ELSE OUT!
LOOK, I'VE GOT AN IDEA FOR A GAG TO TAKE HIM DOWN A PEG! ARE YOU ALL GAME TO TRY IT?
I THINK WE SHOULD MIND OUR OWN BUSINESS!
AWW, DON'T BE A PILL, GWEN! PARKER'S BEEN ASKING FOR IT!
IT WON'T BE ANYTHING SERIOUS! IT'LL BE JUST GOOD FOR A LAUGH, THAT'S ALL!
I THINK I CAN SEE WHY YOU AND FLASH THOMPSON BECAME FRIENDS SO QUICKLY, HARRY!
FLASH AND ME BOTH HATE SQUARES! NOTHING'S WRONG WITH THAT!
NOW YOU DISTRACT HIM WHILE I DO THE REST, GWEN!
I STILL CAN'T HELP FEELING ATTRACTED TO HIM!
WELL, I GUESS I CAN'T BACK OUT NOW!
PERHAPS I SHOULD GET AUNT MAY ANOTHER DOCTOR... A SPECIALIST!
PETE!
PETE! DON'T YOU HEAR ME?
THIS IS GREAT! HE'S IN A WORLD OF HIS OWN! YOU DON'T EVEN HAVE TO DISTRACT HIM!
PETER PARKER! I ASKED IF I COULD BORROW YOUR PEN!!
HUH? OH, SURE... IF YOU WANT MY PEN, HERE... TAKE IT!
I'VE NEVER MET A BOY LIKE HIM! HE DIDN'T EVEN GIVE ME A GLANCE!
THANK YOU VERY MUCH, MISTER PARKER, BUT I CHANGED MY MIND!
JUST KEEP WATCHING! IT'LL HAPPEN ANY SECOND NOW!
10

POOF!
THE CHEMICALS IGNITED!
BUT, THAT'S IMPOSSIBLE! THEY COULDN'T HAVE! THEY WERE ALL COMPLETELY STABLE!
PARKER! THIS LAB IS NO PLACE FOR EXHIBITIONS! EVEN THOUGH YOU DID WIN A SCIENCE SCHOLORSHIP, YOU WILL CONFINE YOURSELF TO THE EXPERIMENTS AT HAND!
IS THAT QUITE CLEAR?
YES SIR! I- I'M SORRY--!
HE THINKS I DID IT PURPOSELY! BUT, HOW DID IT HAPPEN?
IT WORKED BETTER THAN I THOUGHT! THIS'LL TAKE THAT SWELL-HEAD DOWN A PEG!
IT WAS JUST SUPPOSED TO BE A JOKE! I DIDN'T WANT TO GET ANY-ONE IN TROUBLE WITH THE PROF!
AWW, DON'T LOSE ANY SLEEP OVER IT, GWEN! IT COULDN'T HAVE HAPPENED TO A NICER GUY!
TELL YOU WHAT, DOLL--IF IT'LL MAKE YOU FEEL BETTER, WE'LL INVITE HIM FOR A COKE AFTER CLASS! HOW'S THAT?
IT'S THE LEAST WE CAN DO! WE HAD NO RIGHT TO GET PROFESSOR WARREN DOWN ON HIM!
I'VE NEVER MADE A BONEHEAD MISTAKE LIKE THAT IN AN EXPERIMENT BEFORE! I MUST HAVE BEEN DAY-DREAMING!
DAY-DREAMING, MY FOOT! I JUST CAN'T GET POOR AUNT MAY OUT OF MY MIND, THAT'S ALL!
THEN, WHEN THE SCIENCE CLASS FINALLY ENDS...
HEY, PARKER --THE GANG'S GOING ACROSS THE STREET FOR SOME SODAS! HOW ABOUT--?
SORRY, I CAN'T! I'VE GOT TO RUSH NOW!
BOY! HOW UN-SOCIAL CAN YOU BE?
WELL, GWEN, WE TRIED! GOT ANY OTHER SUGGES-TIONS?
I JUST DON'T UNDER-STAND HIM, HARRY!
MINUTES LATER, OUTSIDE THE SCIENCE HALL, GWEN AND HARRY RUN INTO ANOTHER FAMILIAR FACE...
I JUST SAW THE POOR MAN'S EINSTEIN RUNNING PAST ME LIKE HE KNEW WHERE HE WAS GOIN'! WHAT HAPPENED, DID HE SEE A MOUSE?
WHO KNOWS? MAYBE SOME-ONE ONCE TOLD HIM HE'S TOO GOOD FOR THE HUMAN RACE!
C'MON AND HAVE A COKE WITH US, FLASH!
WHILE, IN ANOTHER PART OF THE SPRAWLING CITY...
YOU'RE LOOKING MUCH BETTER, AUNT MAY! YOU'LL BE OUT OF HERE IN NO TIME!
OF COURSE, DEAR! BUT ABOUT YOUR FIRST DAY OF SCHOOL? WAS IT EXCITING? DID YOU MAKE ANY NICE NEW FRIENDS?
OH, SURE! IT WAS GREAT! THEY'RE A SWELL BUNCH OF GUYS AND GALS!
11

VISITING HOUR IS OVER! YOU'LL HAVE TO LEAVE NOW, MR. PARKER!
RUN ALONG NOW, PETER! DON'T STAY UP TOO LATE STUDYING, AND GET PLENTY TO EAT!
SURE, AUNT MAY! DON'T WORRY ABOUT A SINGLE THING, HEAR?
BUT, PETER PARKER LOSES SOME OF HIS CHEERFUL DEMEANOR WHEN HE LEAVES THE SILENT ROOM...
I'LL LEVEL WITH YOU, SON! WE AREN'T CERTAIN WHAT'S WRONG WITH YOUR AUNT, BUT HER CONDITION ISN'T GOOD!
SHE'LL HAVE TO REMAIN HERE FOR MORE TESTS! THAT'S ALL I CAN TELL YOU AT THE MOMENT!
I KNOW YOU'LL DO ALL YOU CAN FOR HER, DOCTOR!
OF COURSE WE WILL, PARKER! BUT, AT HER AGE, WE JUST CAN'T BE TOO OPTIMISTIC AT THIS POINT!
I UNDERSTAND, SIR...!
BUT, SHE MUSTN'T BE ALLOWED TO WORRY! WE MUST TRY TO KEEP HER SPIRITS UP AT ALL TIMES!
SURE, DOC --!
BEING CHEERFUL WHEN I SEE HER WILL BE THE TOUGHEST THING I'VE EVER DONE!
LATER, AS A SOMBER PETER PARKER SCANS THE DAY'S MAIL...
I MIGHT HAVE KNOWN THERE'D BE NOTHING BUT BILLS AT A TIME LIKE THIS!
JUST WHEN I NEED ALL THE CASH I CAN SPARE TO PAY FOR AUNT MAY'S MEDICAL EXPENSES!
MAYBE I OUGHT TO FORGET ABOUT COLLEGE! EVEN THOUGH MY SCHOLORSHIP PAYS THE TUITION, I STILL CAN'T AFFORD IT!
IF I COULD GET A FULL-TIME JOB--BRING IN SOME REAL MONEY--THAT'S WHAT WE NEED!
BUT--THAT WOULD REALLY BREAK AUNT MAY'S HEART!
THERE'S ONLY ONE OTHER WAY FOR ME TO EARN SOME READY CASH! EVEN THOUGH IT MEANS SPENDING THE NIGHT AWAY FROM MY STUDIES...!
AND SO, MINUTES LATER, THE DRAMATIC FIGURE OF SPIDER-MAN SILENTLY STALKS THE CITY'S ROOFTOPS, LIKE A SHADOWY WRAITH...
MY BELT-CAMERA IS LOADED AND READY!
NOW, IF I CAN JUST BE LUCKY ENOUGH TO RUN INTO A NEWS STORY WORTH PHOTOGRAPHING!
IF I FIND SOMETHING THAT I CAN SELL TO THE DAILY BUGLE EARLY ENOUGH, I'LL STILL BE ABLE TO RETURN AND GET SOME STUDYING IN TONIGHT!
BUT, I'VE NEVER SEEN THE CITY MORE QUIET...!
12

NEVER THOUGHT I'D FIND MYSELF WISHING FOR A CRIME TO TAKE PLACE -- BUT IT LOOKS LIKE YOU CAN NEVER FIND A CRIMINAL WHEN YOU NEED ONE!
AND, AS THE LONG, LONELY EVENING HOURS CRAWL BY...
NOTHING! NOT A SINGLE THING!
AND JOLLY JONAH JAMESON ISN'T THE TYPE OF PUBLISHER TO PAY GOOD MONEY FOR PHOTOS OF A QUIET CITY STREET!
I CAN'T EVEN FIND A SINISTER JAY-WALKER, OR A DANGEROUS LITTERBUG I CAN CATCH IN THE ACT WITH MY KODAK!
THERE'S A CAR ILLEGALLY PARKED -- BUT IT'S HARDLY A FRONT PAGE SHOT!
FINALLY, AS THE FIRST FAINT FINGERS OF DAWN CREEP OVER THE STILL-SLUMBERING CITY...
IT'S NO USE! I'VE WASTED THE ENTIRE EVENING -- AND ALL FOR NOTHING!
WELL, IT'S STILL A FEW HOURS TILL MY FIRST CLASS! MAYBE I CAN GET SOME STUDYING IN IF I GET RIGHT HOME!
-YAWWWN- NO MATTER HOW STRONG A FELLA MAY BE, A NIGHT WITHOUT SLEEP CAN SURE MAKE HIM BUSHED!
AND, A FEW SHORT HOURS LATER...
CAN'T CONCENTRATE ON WHAT I'M READING ANY MORE! IF I COULD ONLY SHUT MY EYES FOR A FEW MINUTES -- BUT, IT'S TIME FOR CLASS NOW...!
AND SO, A BONE-WEARY PETER PARKER TRUDGES TOWARD HIS FIRST CLASS TO BEGIN WHAT SHOULD HAVE BEEN A HAPPY, EXCITING SECOND DAY OF CAMPUS LIFE, UNAWARE THAT MOST OF THE STUDENT BODY IS TALKING ABOUT THE NEW SCHOLORSHIP STUDENT WHO SEEMS TO FEEL HE'S TOO GOOD TO MINGLE WITH HIS CLASSMATES...
THAT'S HIM! MR. SWELLED-HEAD OF 1965!
WONDER WHAT MAKES HIM THINK HE'S SO SPECIAL?
NOW, IF I CAN JUST STAY AWAKE LONG ENOUGH TO GET THRU MY COURSES TODAY!
I STILL HAVE THE FEELING THAT HE'S REALLY NOT A BAD SORT DEEP DOWN!
AW, COME OFF IT, GWEN! HOW MUCH PROOF DO YOU WANT?
I DON'T GET IT! CHICKS ALWAYS SEEM TO GO FOR THOSE EGG-HEADED, SKINNY CREEPS!
13

BUT NOW, LET'S CHANGE OUR SCENE BRIEFLY, AS WE PAY A VISIT TO THAT DEMON NEWSPAPERMAN, J. JONAH JAMESON, PUBLISHER OF THE FAMOUS DAILY BUGLE...
NEWS! I WANT NEWS! SOMETHING MUST BE HAPPENING SOMEWHERE!
I CAN'T SELL A NEWSPAPER WITHOUT NEWS! WHY DOESN'T SOMETHING HAPPEN?!?
FOSWELL! YOU'RE ONE OF MY TOP REPORTERS! WHAT AM I PAYING YOU FOR?
SORRY, MR. JAMESON! I ONLY REPORT THE NEWS--I CAN'T MANUFACTURE IT!
DON'T GET CLEVER WITH ME! CLEVER PEOPLE MAKE ME NERVOUS! JUST BRING ME A STORY!
WHAT ABOUT THOSE ROBBERIES OF ALL THAT SCIENTIFIC EQUIPMENT? THERE OUGHT TO BE A STORY THERE SOMEWHERE! GO FIND IT!
I'M ON MY WAY!
HE MAY BE RIGHT! IT'S TIME FOR "PATCH", THE STOOLIE, TO MAKE THE SCENE AGAIN!
MISS BRANT, WHAT ABOUT THAT WEAK-KNEED BOY FRIEND OF YOURS? WHY HASN'T HE BROUGHT ME ANY NEWS PHOTOS LATELY?
I HAVEN'T SEEN MUCH OF PETER PARKER MYSELF LATELY, MR. JAMESON!
HE MUST BE BUSY WITH HIS STUDIES SINCE SCHOOL STARTED!
WELL, LEAVE A MESSAGE THAT I CALLED HIM! TELL HIM NOT TO FORGET ABOUT THE KINDLY OLD NEWSPAPER PUBLISHER WHO'S DONE SO MUCH FOR HIM IN THE PAST!
I'LL DO THAT, SIR!
YOU OLD HYPOCRITE!
THAT'S STRANGE! THERE'S NO ANSWER AT PETER'S HOUSE! HIS AUNT IS USUALLY HOME AT THIS TIME!
OH, HELLO, NED!
I'VE BEEN WANTING TO TALK TO YOU, BETTY!
DO YOU HAVE AN ANSWER FOR ME YET?
I'M SORRY NED! I SIMPLY HAVEN'T BEEN ABLE TO MAKE UP MY MIND!
SURE, BETTY! I UNDERSTAND!
AND I MUST BE FAIR TO PETER! I HAVE TO SPEAK TO HIM FIRST!
I JUST WANTED YOU TO KNOW THAT I HAVEN'T CHANGED MY MIND! I STILL FEEL THE SAME WAY ABOUT YOU--AND I'LL KEEP ASKING--UNTIL YOU SAY YES!
I'LL GIVE YOU YOUR ANSWER JUST AS SOON AS I LEARN SOMETHING--I PROMISE!
LEARN SOMETHING? YOU SOUND VERY MYSTERIOUS, BETTY!
I KNOW PETER IS KEEPING SOME SECRET FROM ME! I JUST MUST FIND OUT WHAT IT IS!
14

AND WHAT OF THE MAN CALLED *PATCH*? WE FIND HIM FREQUENTING THE USUAL UNDERWORLD HAUNTS, WHERE HIS IS A FAMILIAR FACE...

THINGS ARE QUIET--*TOO* QUIET! IT GIVES ME THE FEELING OF THE LULL--BEFORE A *STORM*!

BUT THEN, THE ALERT INFORMER CATCHES A SNATCH OF CONVERSATION THAT GIVES HIM PAUSE...

THAT'S RIGHT! WE'RE LOADING A CARGO OF NUCLEAR DEVICES AT PIER 6 TONIGHT!

NOTHING, SAILOR--I WAS JUST CURIOUS!

WHAT'S IT TO *YOU*, MATE?

THAT CHARACTER TALKING TO THE SEAMAN IS FOXY BRIGGS! HE'S ONLY CURIOUS ABOUT *ONE* THING --*ROBBERY*!

THIS MAY BE THE LEAD I'VE BEEN *LOOKING* FOR!

THUS, WHEN FOXY BRIGGS LEAVES THE WATERFRONT SALOON, A SHABBY-LOOKING MAN WITH AN EYE PATCH FOLLOWS AFTER HIM...

I BETTER NOT STAY *TOO* CLOSE TO HIM! I DON'T WANT HIM GETTING SUSPICIOUS!

BUT, WHEN "*PATCH*" TURNS A CORNER..

I *LOST* HIM! THAT'S WHAT I GET FOR BEING TOO CAUTIOUS!

NOW WHAT DO I DO? I CAN'T TELL THE POLICE WHAT I LEARNED--I HAVEN'T ENOUGH EVIDENCE!

AND, IF I EVER GIVE THEM A BUM STEER, THEY WON'T BE SO TRUSTING OF ME IN THE FUTURE!

HONEST TO GOSH--WE *DIDN'T* FORGET ABOUT *SPIDER-MAN*! YOU'LL SEE HIM REAL SOON--WE PROMISE! BUT FIRST, LET'S RETURN TO EMPIRE STATE U. JUST ONCE MORE--

PETER PARKER IS THE ONLY BOY I'VE MET WHO HASN'T GIVEN ME A TUMBLE!

AND THAT'S A CHALLENGE *NO* GIRL CAN RESIST!

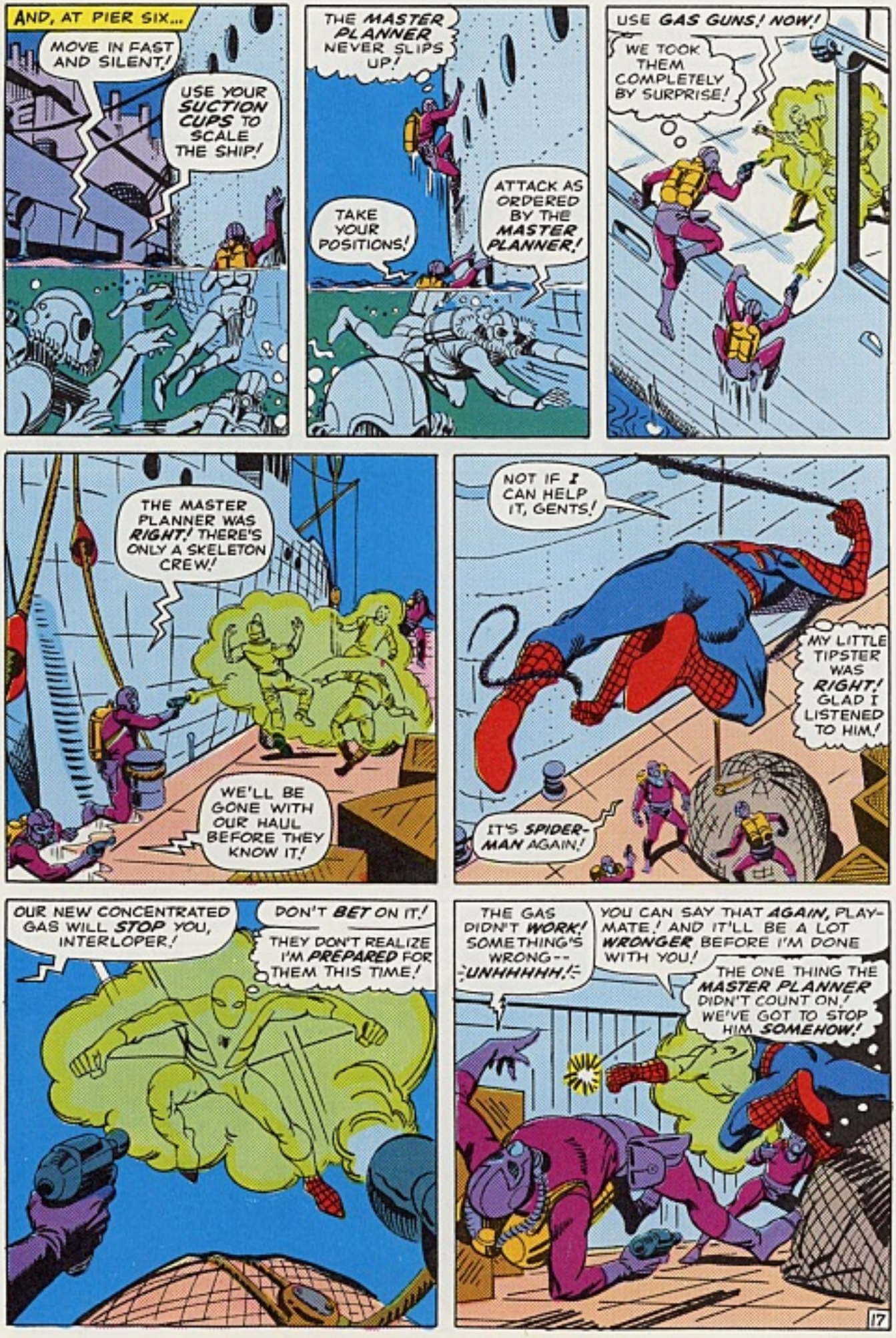
HE'S LEAVING THE LAB NOW! THIS IS MY CHANCE TO GET TO KNOW HIM BETTER!

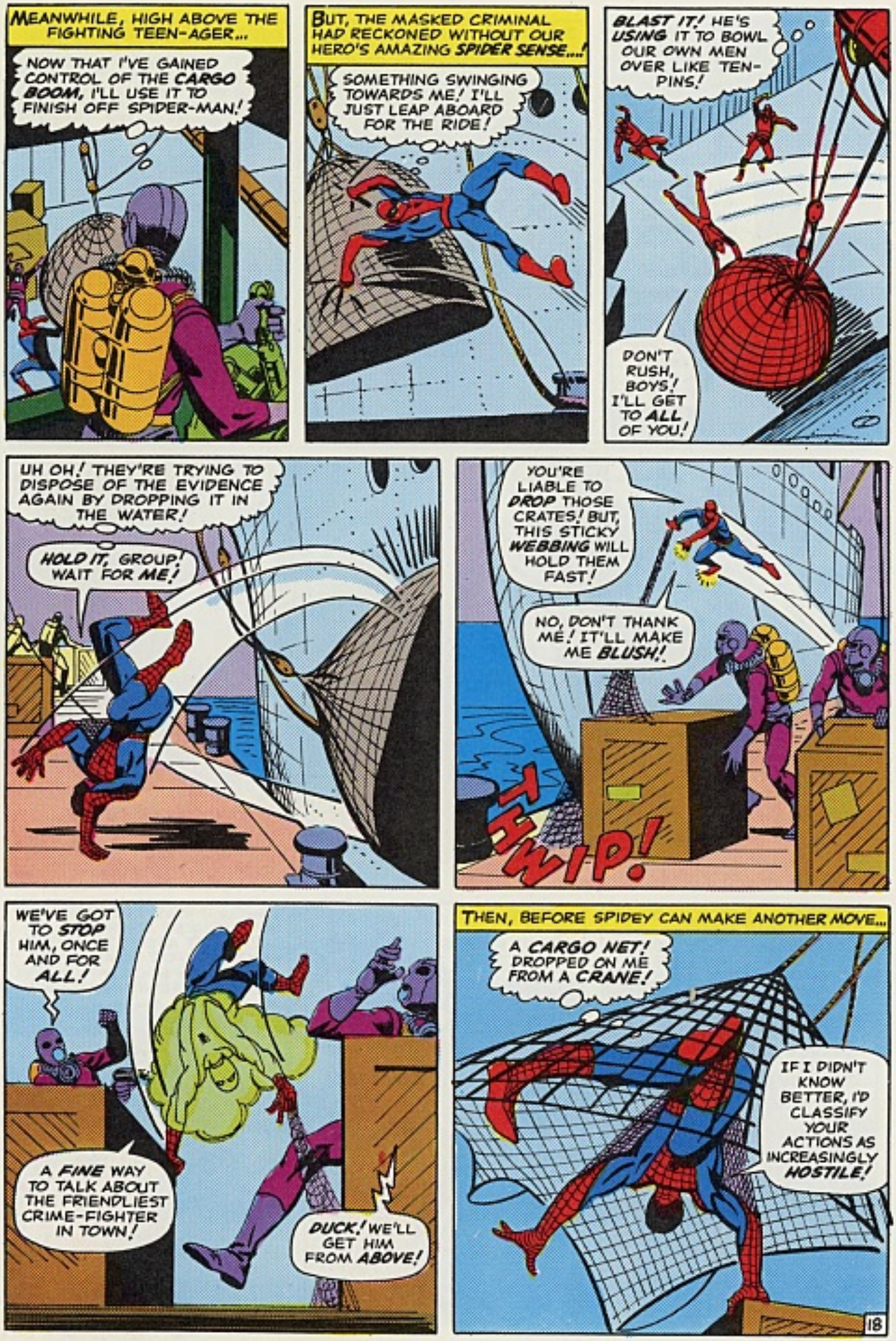
IF I GET TO THE HOSPITAL *EARLIER*, I'LL BE ABLE TO VISIT LONGER WITH AUNT MAY!

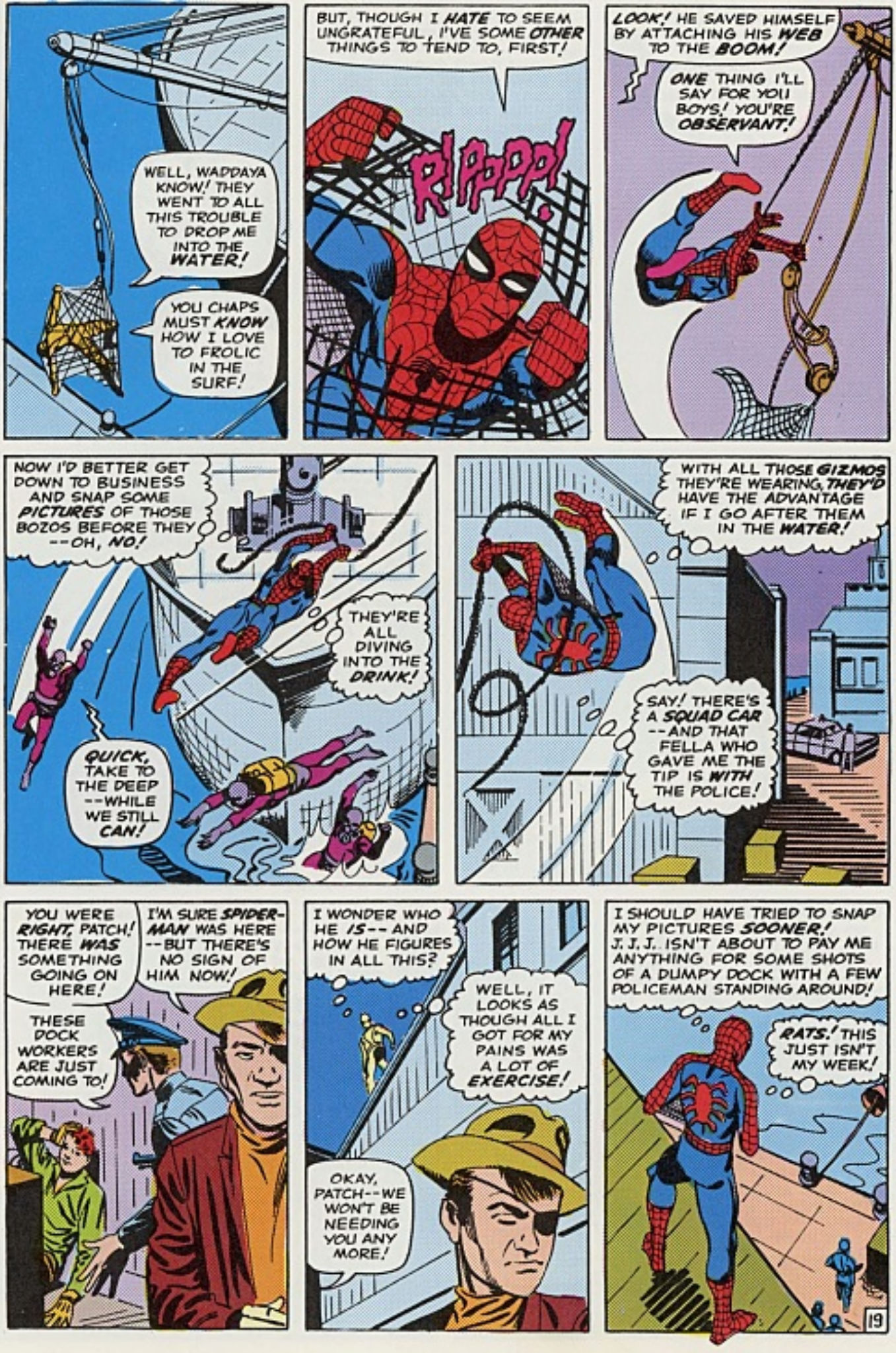
HEL-LO THERE, PETER! I'M GLAD I BUMPED INTO YOU! DO YOU HAVE A MINUTE--?

I'M AWFULLY SORRY! YOU'LL HAVE TO *EXCUSE* ME! I'M IN A REAL BIG HURRY! CAN'T STOP NOW!

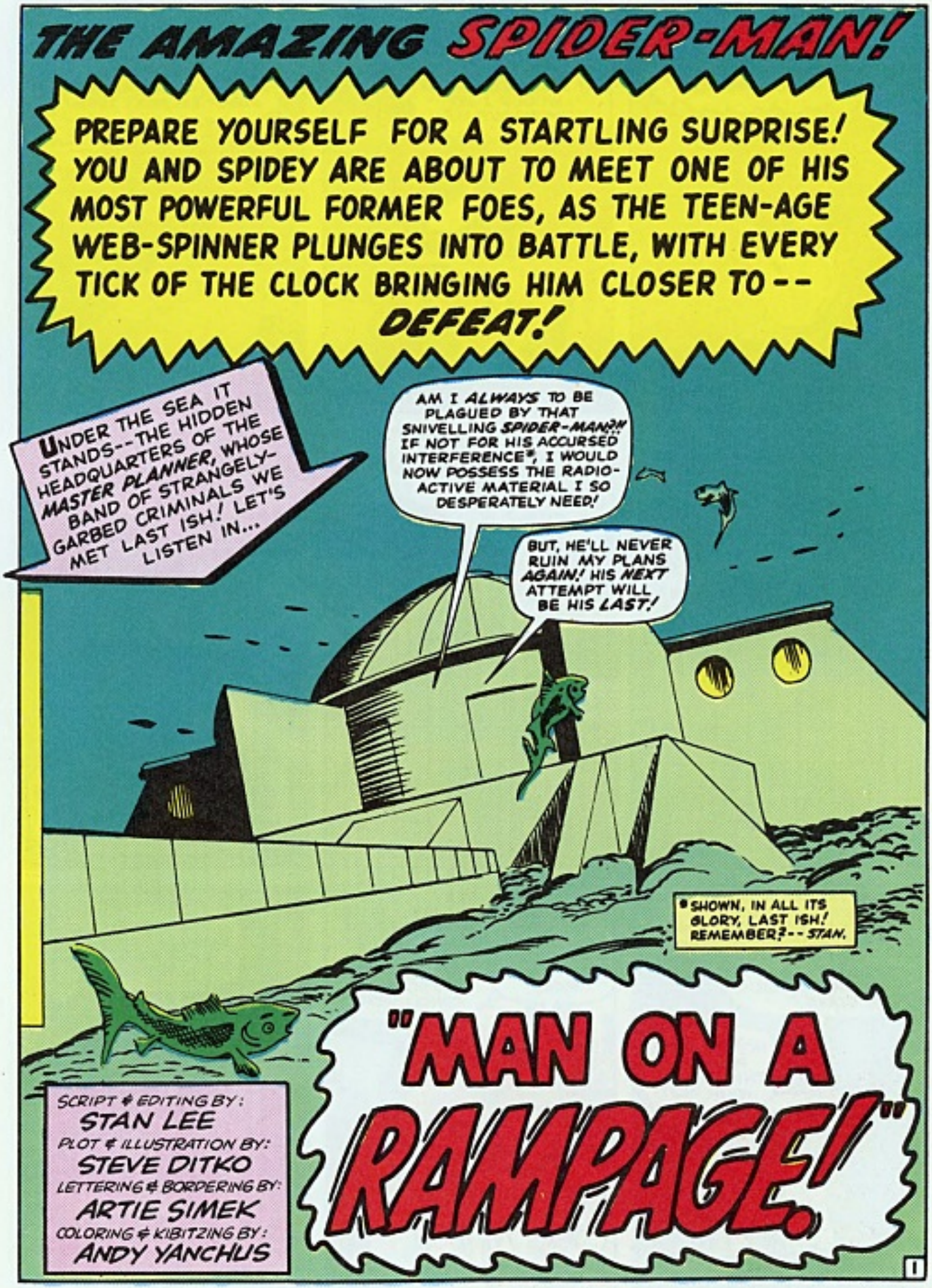
WHY--THE UNMITIGATED NERVE OF HIM!
NOBODY GIVES GWEN STACY THE BRUSH-OFF THAT WAY!
YOU, YOUNG MAN, ARE GOING TO REGRET THAT--I PROMISE!
AND, AT THE HOSPITAL ONCE AGAIN...
ARE YOU SURE YOU'RE GETTING ENOUGH REST, PETER DEAR? YOU LOOK RATHER TIRED TO ME!
OF COURSE I AM! YOU JUST WORRY ABOUT YOURSELF, AUNT MAY!
WE WANT YOU UP AND ABOUT REAL SOON, DON'T WE?
OH, I'M GETTING ALONG FINE! JUST FINE!
NO, PETER, THE TESTS AREN'T ALL COMPLETED YET! BUT, WE'RE NARROWING THEM DOWN! WE SHOULD KNOW WHAT WE HAVE TO VERY SOON NOW!
SOMEHOW I-I'M ALMOST AFRAID TO HEAR THE FINAL VERDICT!
WELL, I'LL BE LEAVING NOW, DOCTOR...
THUS, ONCE AGAIN--JUST AS WE PROMISED--THE AMAZING FIGURE OF SPIDER-MAN SWINGS OVER THE CITY, GRIMMER, MORE SERIOUS, MORE CONCERNED THAN EVER BEFORE...!
I JUST HAVE TO TAKE SOME NEWS PHOTOS THIS TIME! I CAN'T AFFORD TO FAIL! OUR CASH IS ALMOST ALL GONE!
AND, THEN, JUST WHEN HE LEAST EXPECTS IT, SPIDEY SEES...
A FLASHING LIGHT DOWN BELOW!
LOOKS AS THOUGH SOMEONE'S TRYING TO SIGNAL ME!
MIGHT BE A TRAP--BUT I CAN'T AFFORD TO IGNORE IT!
IT'S ODD--HE STANDS THERE AS CALMLY AS IF HE KNOWS ME! I WONDER WHO HE IS?
SPIDER-MAN! LUCKY I SAW YOU!
I NEED YOUR HELP!
SORRY, MISTER! I'M FLAT BROKE MYSELF!
WAIT! THIS ISN'T A TOUCH! I THINK THERE'S GONNA BE A ROBBERY AT PIER SIX TONIGHT!
HAVEN'T ENOUGH EVIDENCE TO CONVINCE THE POLICE--BUT YOU COULD CHECK ON IT!
IF MY TIP IS RIGHT, AND YOU CATCH 'EM--I WANT SOME CREDIT!
SURE! SURE! I'LL REMEMBER YOU IN MY WILL!
MIGHT AS WELL LOOK INTO IT! I'VE NOTHING TO LOSE!
16


AND, AT PIER SIX...
MOVE IN FAST AND SILENT!
USE YOUR SUCTION CUPS TO SCALE THE SHIP!
THE MASTER PLANNER NEVER SLIPS UP!
TAKE YOUR POSITIONS!
ATTACK AS ORDERED BY THE MASTER PLANNER!
USE GAS GUNS! NOW!
WE TOOK THEM COMPLETELY BY SURPRISE!
THE MASTER PLANNER WAS RIGHT! THERE'S ONLY A SKELETON CREW!
WE'LL BE GONE WITH OUR HAUL BEFORE THEY KNOW IT!
NOT IF I CAN HELP IT, GENTS!
MY LITTLE TIPSTER WAS RIGHT! GLAD I LISTENED TO HIM!
IT'S SPIDER-MAN AGAIN!
OUR NEW CONCENTRATED GAS WILL STOP YOU, INTERLOPER!
DON'T BET ON IT!
THEY DON'T REALIZE I'M PREPARED FOR THEM THIS TIME!
THE GAS DIDN'T WORK! SOMETHING'S WRONG--
:UNHHHHH!:
YOU CAN SAY THAT AGAIN, PLAYMATE! AND IT'LL BE A LOT WRONGER BEFORE I'M DONE WITH YOU!
THE ONE THING THE MASTER PLANNER DIDN'T COUNT ON! WE'VE GOT TO STOP HIM SOMEHOW!
17


MEANWHILE, HIGH ABOVE THE FIGHTING TEEN-AGER...
NOW THAT I'VE GAINED CONTROL OF THE CARGO BOOM, I'LL USE IT TO FINISH OFF SPIDER-MAN!
BUT, THE MASKED CRIMINAL HAD RECKONED WITHOUT OUR HERO'S AMAZING SPIDER SENSE...!
SOMETHING SWINGING TOWARDS ME! I'LL JUST LEAP ABOARD FOR THE RIDE!
BLAST IT! HE'S USING IT TO BOWL OUR OWN MEN OVER LIKE TEN-PINS!
DON'T RUSH, BOYS! I'LL GET TO ALL OF YOU!
UH OH! THEY'RE TRYING TO DISPOSE OF THE EVIDENCE AGAIN BY DROPPING IT IN THE WATER!
HOLD IT, GROUP! WAIT FOR ME!
YOU'RE LIABLE TO DROP THOSE CRATES! BUT, THIS STICKY WEBBING WILL HOLD THEM FAST!
NO, DON'T THANK ME! IT'LL MAKE ME BLUSH!
HWIP!
WE'VE GOT TO STOP HIM, ONCE AND FOR ALL!
A FINE WAY TO TALK ABOUT THE FRIENDLIEST CRIME-FIGHTER IN TOWN!
DUCK! WE'LL GET HIM FROM ABOVE!
THEN, BEFORE SPIDEY CAN MAKE ANOTHER MOVE...
A CARGO NET! DROPPED ON ME FROM A CRANE!
IF I DIDN'T KNOW BETTER, I'D CLASSIFY YOUR ACTIONS AS INCREASINGLY HOSTILE!
18


WELL, WADDAYA KNOW! THEY WENT TO ALL THIS TROUBLE TO DROP ME INTO THE WATER!
YOU CHAPS MUST KNOW HOW I LOVE TO FROLIC IN THE SURF!
BUT, THOUGH I HATE TO SEEM UNGRATEFUL, I'VE SOME OTHER THINGS TO TEND TO, FIRST!
R! RRRP!
LOOK! HE SAVED HIMSELF BY ATTACHING HIS WEB TO THE BOOM!
ONE THING I'LL SAY FOR YOU BOYS! YOU'RE OBSERVANT!
NOW I'D BETTER GET DOWN TO BUSINESS AND SNAP SOME PICTURES OF THOSE BOZOS BEFORE THEY --OH, NO!
THEY'RE ALL DIVING INTO THE DRINK!
QUICK, TAKE TO THE DEEP --WHILE WE STILL CAN!
WITH ALL THOSE GIZMOS THEY'RE WEARING, THEY'D HAVE THE ADVANTAGE IF I GO AFTER THEM IN THE WATER!
SAY! THERE'S A SQUAD CAR --AND THAT FELLA WHO GAVE ME THE TIP IS WITH THE POLICE!
YOU WERE RIGHT, PATCH! THERE WAS SOMETHING GOING ON HERE!
I'M SURE SPIDER-MAN WAS HERE --BUT THERE'S NO SIGN OF HIM NOW!
THESE DOCK WORKERS ARE JUST COMING TO!
I WONDER WHO HE IS -- AND HOW HE FIGURES IN ALL THIS?
WELL, IT LOOKS AS THOUGH ALL I GOT FOR MY PAINS WAS A LOT OF EXERCISE!
OKAY, PATCH -- WE WON'T BE NEEDING YOU ANY MORE!
I SHOULD HAVE TRIED TO SNAP MY PICTURES SOONER! J. J. J. ISN'T ABOUT TO PAY ME ANYTHING FOR SOME SHOTS OF A DUMPY DOCK WITH A FEW POLICEMAN STANDING AROUND!
RATS! THIS JUST ISN'T MY WEEK!
19

THE ONLY GOOD THING THAT HAPPENED IS THAT I STOPPED THEM FROM STEALING WHATEVER THEY WERE AFTER...
...AND THE DEVICE I RIGGED UP TO OUTWIT THEIR GAS GUNS REALLY WORKED!
MY DRY CHEMICAL FILTER SUCCEEDED IN NEUTRALIZING THE GAS AND MAKING IT SAFE TO BREATHE!
I SURE AM GLAD I DECIDED TO MAJOR IN SCIENCE -- WHAT WOULD I DO WITHOUT IT?
WELL, I CAN ALWAYS PAT MYSELF ON THE BACK LATER! RIGHT NOW, I'D BETTER START HUNTING FOR SOME MORE NEWS PHOTOS!
AND, IF I FIND ANY, I HOPE I REMEMBER TO SNAP 'EM NEXT TIME!
MEANWHILE, IN A FANTASTIC EDIFICE WHOSE PRESENCE UNDER THE RIVER IS STILL UNSUSPECTED BY ANY SAVE THE MASTER PLANNER'S MEN...
SPIDER-MAN'S INTERFERENCE HAS CAUSED ME TO LOSE PRECIOUS TIME! I COULD HAVE USED THAT SHIP'S CARGO FOR MY RESEARCH ON RADIATION EFFECTS!
IF MY RAY CONTINUES TO FUNCTION WELL AND I CAN UNLOCK THE HIDDEN SECRETS OF ATOMIC RADIATION, I SHALL BE ABLE TO RULE THE WORLD IN TIME!
BUT, I SHALL TOLORATE NO FURTHER MEDDLING BY SPIDER-MAN! EVEN HE HAS NOT THE POWER TO STOP ME!
THOUGH HE AND I HAVE MET BEFORE, IF HE CROSSES MY PATH AGAIN, OUR NEXT ENCOUNTER WILL BE HIS LAST!
AND, AT THAT MOMENT, IN THE LABORATORY WHERE MAY PARKER'S TESTS ARE BEING STUDIED...
ARE YOU CERTAIN? PERHAPS THERE HAS BEEN A MISTAKE!
NO! IT'S JUST WISHFUL THINKING ON YOUR PART!
BUT, BEFORE WE TELL HER THE NEWS, RERUN THE THE TEST JUST ONCE MORE!
VERY WELL, BUT THE RESULTS ARE SURE TO BE THE SAME! ALL THE EVIDENCE POINTS TO THE SAME INESCAPABLE CONCLUSION...
...THE POOR WOMAN CAN'T LAST MUCH LONGER!
NEXT ISSUE: WE SHALL LEARN THE FATE OF PETER PARKER'S AUNT MAY, AS WELL AS THE IDENTITY OF -- THE MASTER PLANNER! BECAUSE YOU'RE OUR KIND OF READER, WE OFFER THIS ADMONISHMENT -- YOU MUST NOT MISS IT! 'NUFF SAID!
20


THE AMAZING SPIDER-MAN!
PREPARE YOURSELF FOR A STARTLING SURPRISE! YOU AND SPIDEY ARE ABOUT TO MEET ONE OF HIS MOST POWERFUL FORMER FOES, AS THE TEEN-AGE WEB-SPINNER PLUNGES INTO BATTLE, WITH EVERY TICK OF THE CLOCK BRINGING HIM CLOSER TO -- DEFEAT!
UNDER THE SEA IT STANDS--THE HIDDEN HEADQUARTERS OF THE MASTER PLANNER, WHOSE BAND OF STRANGELY-GARBED CRIMINALS WE MET LAST ISH! LET'S LISTEN IN...
AM I ALWAYS TO BE PLAGUED BY THAT SNIVELLING SPIDER-MAN?! IF NOT FOR HIS ACCURSED INTERFERENCE*, I WOULD NOW POSSESS THE RADIO-ACTIVE MATERIAL I SO DESPERATELY NEED!
BUT, HE'LL NEVER RUIN MY PLANS AGAIN! HIS NEXT ATTEMPT WILL BE HIS LAST!
*SHOWN, IN ALL ITS GLORY, LAST ISH! REMEMBER? -- STAN.
"MAN ON A RAMPAGE!"
SCRIPT & EDITING BY: STAN LEE
PLOT & ILLUSTRATION BY: STEVE DITKO
LETTERING & BORDERING BY: ARTIE SIMEK
COLORING & KIBITZING BY: ANDY YANCHUS
1

MY EXPERIMENTS ARE ALMOST COMPLETE! I AM CLOSE TO THE MASTERY OF LINGERING RADIATION!
AND STILL MY SECRET IS SAFE! NO ONE KNOWS WHO THE MASTER PLANNER REALLY IS!

IT WAS RADIATION THAT CHANGED MY ENTIRE LIFE-- THAT CAUSED ME TO BECOME WHAT I AM TODAY!
AND, THANKS TO RADIATION, THE WORLD WILL SOON AGAIN BE MENACED BY--

DR. OCTOPUS, ONE OF THE MOST POWERFUL, MOST FEARED HUMAN BEINGS ALIVE!
AND, IF I CAN LEARN TO CONTROL RADIATION, THERE IS NO LIMIT TO THE ADDITIONAL POWERS I COULD GAIN FOR MYSELF--AND FOR ANY OTHERS I MAY CHOOSE!

ATTENTION, DEPUTY SQUAD LEADER! THIS IS THE MASTER PLANNER! HAVE YOUR MEN CONTINUE TO SEARCH FOR ANY AND ALL ATOMIC EQUIPMENT FOR ME!
YES SIR! WE WILL CONTINUE UNTIL YOU ISSUE NEW ORDERS! OVER AND OUT!

WHILE, ON THE SURFACE, AS PETER PARKER WALKS THRU THE PRESS ROOM OF THE DAILY BUGLE...
I WAS HOPING PETER WOULD SHOW UP! I SIMPLY HAVE TO SPEAK TO HIM!
PETER! WAIT A MOMENT! I WANT TO TALK TO YOU!

HE'S TRYING TO PRETEND HE DIDN'T HEAR ME! BUT I WON'T LET HIM--!
PETER PARKER! YOU CAN'T KEEP AVOIDING ME THAT WAY-- AS THOUGH WE'RE NO MORE THAN STRANGERS!
I HOPED SHE'D BE OUT TO LUNCH! I DIDN'T WANT TO FACE HER!

YOU MUST TELL ME WHAT'S WRONG! WHAT HAVE I SAID-- OR DONE--?
HOW CAN I TELL HER THE TRUTH? SHE THINKS SHE LOVES ME --BUT IF SHE EVER FOUND OUT I'M SPIDER-MAN, SHE'D DROP ME LIKE A HOT POTATO!
2

AND THEN, NED LEEDS, THE YOUNG REPORTER WHO HAS ASKED BETTY BRANT TO MARRY HIM, ENTERS THE SCENE...
PETER, YOU'RE NOT BEING FAIR TO BETTY! SHE DESERVES AN ANSWER FROM YOU!
NED, PLEASE DON'T INTERFERE!
NOW'S MY CHANCE TO MAKE HER ANGRY AT ME!
BUTT OUT, CREEP! I DON'T OWE BETTY ANYTHING! WE HAD A FEW LAUGHS TOGETHER, THAT'S ALL! MAYBE I'VE OUTGROWN HER!
PETER--!
WHAT'S GOTTEN INTO YOU, FELLA? YOU SOUND-- DIFFERENT!
IT'S EASY FOR HIM TO BE CALM! HE DOESN'T LOVE A GIRL WHO'D HATE HIM IF SHE LEARNED ABOUT HIS SECRET IDENTITY!
I'VE GOT TO MAKE HER HATE ME! A CLEAN BREAK IS THE BEST THING FOR ALL OF US!
LOOK, PARKER, WHY DON'T WE TALK THIS OVER CALMLY?
HANDS OFF, LEEDS! I'VE MORE IMPORTANT THINGS TO DO!
BUT YOU KNOW HOW I FEEL ABOUT BETTY! IF YOU'RE NOT INTERESTED, WHY DON'T YOU JUST SAY SO, AND--
PETER! STOP IT!
I'M SICK OF PEOPLE TRYING TO TELL ME WHAT TO DO! NOW GET LOST!
UHHHH!
THUMP!
AND, ON THE OTHER SIDE OF THE DOOR, WE FIND...
WHAT IN BLAZES IS GOING ON OUT THERE??!
THUMP!
SORRY, MR. JAMESON! I GUESS I JUST GOT CARRIED AWAY!
PARKER! I NEVER THOUGHT OF YOU AS THE VIOLENT TYPE! WHAT ARE YOU DOING HERE, ANYWAY?
I -EH- BROUGHT YOU SOME NEWS PHOTOS!
THAT'S THAT! BETTY MUST DESPISE ME NOW! NEVER KNOWING HOW MUCH I REALLY LOVE HER-- OR HOW MUCH TOUGHER THIS IS FOR ME!
AFTER ALL, SHE'LL PROBABLY END UP MARRYING NED AND FORGET ABOUT ME!
BUT, I'LL CARRY A TORCH-- FOREVER!
ALL RIGHT-- LET'S SEE THE PHOTOS!
YOU CALL THESE NEWS PHOTOS?? JUST A FEW SHOTS OF SOME STRIKERS PICKETING A DEPARTMENT STORE! YOU'RE SLIPPING, PARKER!
I KNOW IT! WITH AUNT MAY IN THE HOSPITAL, I HAVEN'T BEEN ABLE TO DO ANYTHING RIGHT!
CAN'T USE 'EM! DON'T WASTE MY TIME UNLESS YOU HAVE SOMETHING GOOD!
YOU OLD SKINFLINT! YOU'VE FORGOTTEN ALL THE GREAT EXCLUSIVES I GAVE YOU IN THE PAST!
DON'T JUST STAND THERE! THIS ISN'T VISITORS' DAY! GOODBYE!
3

BUT, AS THE ANGUISHED YOUTH TURNS TO LEAVE...
YOUR LITTLE ROUTINE DIDN'T FOOL ME ONE BIT, PETER PARKER! I KNOW YOU TOO WELL NOT TO REALIZE YOU'RE JUST PUTTING ON AN ACT FOR MY BENEFIT!
THINK WHAT YOU WANT TO! IT'S YOUR PRIVILEGE!
PETER, LISTEN-- WHATEVER IS BOTHERING YOU WHY WON'T YOU TELL ME? PERHAPS WE CAN WORK IT OUT TOGETHER!
SURE! I CAN SEE HER WORKING OUT THE FACT THAT I HAPPEN TO BE SPIDER-MAN!
FORGET IT! NOTHING'S BOTHERING ME! I'M HAPPY AS A LARK!
MAYBE IT WOULD MAKE ME FEEL BETTER TO TELL HER THE TRUTH ABOUT ME! BUT, I'D BE SURE TO LOSE HER, ANYWAY-- AND THEN SHE'D BE BURDENED WITH MY SECRET, ALSO!
I LOVE HER TOO MUCH TO GIVE HER THAT EXTRA WORRY!
HAVE I BEEN WRONG ABOUT HIM?! CAN IT BE THAT HE DOESN'T CARE FOR ME?!
BUT, EVEN HIS TORTURED THOUGHTS OF BETTY BRANT ARE DRIVEN FROM HIS MIND AS PETER REACHES THE HOSPITAL WHERE AUNT MAY IS ON THE CRITICAL LIST...
SHE'S TOO WEAK TO RECEIVE VISITORS NOW, MR. PARKER-- BUT THE DOCTOR LEFT WORD HE'D LIKE TO SEE YOU!
HE WOULD? OH, SURE-- I'LL GO AT ONCE!
HE MUST HAVE HER REPORTS BACK!
AND SO...
YES, SON-- WE KNOW WHAT'S WRONG WITH YOUR AUNT-- BUT IT'S STILL A VERY PUZZLING CASE!
WHY, SIR?! WHAT'S SO PUZZLING ABOUT IT?
WE CANNOT UNDERSTAND WHAT CAUSED THE MALADY!
IN SOME MYSTERIOUS WAY, MRS. PARKER ABSORBED A RADIOACTIVE PARTICLE INTO HER BLOOD! AND WE'RE UNABLE TO GET IT OUT!
RADIOACTIVITY IN HER BLOOD STREAM?!!
IT MUST BE MY FAULT! I'M THE ONE RESPONSIBLE!
IT MUST HAVE HAPPENED THAT TIME SHE NEEDED A BLOOD TRANSFUSION --AND I DONATED MY BLOOD! *
SOME OF THE VERY RADIO-ACTIVITY WHICH TRANSFORMED ME TO SPIDER-MAN MUST HAVE GOTTEN INTO HER BLOOD STREAM! ONLY, IN HER CASE, IT'S PROVING HARMFUL!
*A NO-PRIZE TO THE FIRST SPIDEY FAN WHO TELLS US WHAT ISH THIS OCCURRED IN! --FORGETFUL DANNY.
WE DON'T REALLY KNOW HOW TO CONTROL IT, SON! BUT, REST ASSURED, WE'LL DO EVERYTHING WE CAN-- ALTHOUGH I CANNOT HOLD OUT MUCH HOPE!
THANKS, DOCTOR! I-I APPRECIATE YOUR LEVELLING WITH ME!
4

ALL THE WAY HOME, THE HEAVY-HEARTED TEENAGER FIGHTS TO KEEP CONTROL--BUT WHEN THE DOOR SHUTS BEHIND HIM AT LAST...
I'VE ALWAYS FELT I WAS PARTLY RESPONSIBLE FOR THE DEATH OF UNCLE BEN, BECAUSE HE WAS KILLED BY A CRIMINAL WHOM I DIDN'T CATCH!
AND NOW--AUNT MAY!
THE TWO PEOPLE I'VE LOVED MOST IN THE WORLD--WHO WERE LIKE MY OWN FATHER AND MOTHER TO ME--!
YET, THEIR LOVE FOR ME--THEIR KINDNESS TO ME--HAS BROUGHT THEM NOTHING BUT--TRAGEDY!
BUT IT CAN'T HAPPEN AGAIN! IT MUSTN'T! IT MUSTN'T!
NOT TO AUNT MAY!! SHE'S BEEN TOO GOOD--TOO KIND--! I CAN'T PAY HER BACK--LIKE THIS!!
THERE MUST BE SOME WAY TO SAVE HER! THERE MUST BE! AND, I'LL FIND IT! SOMEWHERE SOMEHOW--I'LL FIND IT!
NO MATTER WHAT THE COST--I'LL SAVE HER!
THERE'S ONE MAN WHO MIGHT HELP! DR. CONNORS! HE'S A SPECIALIST IN THIS FIELD!
IF ONLY I CAN REACH HIM! THE LAST I REMEMBER, HE WAS STILL IN FLORIDA!*
*HE WAS ALSO KNOWN AS--THE LIZARD! IN MARVEL TALES #143, RIGHT? --DANNY.
PHONE CALL FOLLOWS PHONE CALL IN A FRANTIC, FRENZIED SERIES, UNTIL...
WHAT'S THAT? HE MOVED! BUT, YOU HAVE A FORWARDING ADDRESS--!
WHAT IS IT? EVERY MINUTE COUNTS!
IN NEW YORK!! WHERE--?!?
5

LATER, AT THE HOSPITAL LAB...
THERE IS WHAT I'M AFTER! CONNORS CAN'T HELP ME WITHOUT IT!
GOT IT! THE TEST TUBE CONTAINING AUNT MAY'S BLOOD SAMPLE!
NOW TO RUSH IT TO DOCTOR CONNORS AS FAST AS POSSIBLE!
AND, AFTER A DAZZLING, SPIDER-SWIFT JOURNEY OVER THE CITY'S ROOFTOPS...
DR. CONNORS! I NEED YOUR HELP! DO YOU REMEMBER ME?
SPIDER-MAN! HOW COULD I EVER FORGET YOU? WITHOUT YOUR AID, I'D STILL BE A CREATURE OF THE SWAMPS --FEARED AND HUNTED BY MY FELLOW MEN!
ASK ME ANYTHING! IF IT'S WITHIN MY POWER, I'LL DO IT FOR YOU!
A--FRIEND OF MINE-- HAS BEEN STRICKEN WITH RADIOACTIVITY OF THE BLOOD!
DO YOU REMEMBER THE RESEARCH WHICH GAVE YOU LIZARD CHARACTERISTICS? COULD YOU USE THAT KNOWLEDGE TO HELP MY FRIEND!
I CANNOT PROMISE YOU SUCCESS! THERE IS STILL SO MUCH SCIENCE DOESN'T KNOW!
BUT-- YOU'LL TRY!??
OF COURSE I WILL!
I'VE READ OF A NEW SERUM, CREATED ON THE WEST COAST-- CALLED 150-36! IF IT IS AS POTENT AS CLAIMED, IT MIGHT HELP US GREATLY!
THEN ORDER IT! YOU MUST LEAVE NO STONE UNTURNED!
DON'T WORRY ABOUT THE COST! I'LL RETURN WITH ENOUGH EXPENSE MONEY!
VERY WELL! I'LL PHONE THE COAST AND TRY TO OBTAIN SOME IMMEDIATELY! I WON'T FAIL YOU, SPIDER-MAN!
6

MINUTES LATER...
THIS IS EVERYTHING I OWN THAT MIGHT BE OF VALUE! ALL THE SCIENTIFIC EQUIPMENT I'VE WORKED SO HARD TO BUY...!
BUT, IF IT'LL HELP SAVE AUNT MAY--IT'S WORTH IT!
YOU MEAN YOU WANT TO PAWN ALL THESE THINGS? YOUR MICROSCOPE--LAB ANALYSIS MATERIAL--?
EVERYTHING! I NEED ALL THE MONEY I CAN GET!
HE DOESN'T LOOK LIKE THE TYPE WHO'D GET INTO HEAVY DEBT... BUT YOU NEVER CAN TELL!
THIS, PLUS THE MONEY I TOOK FROM THE BANK, OUGHT TO BE ENOUGH FOR CONNORS!
AND SO...
I'VE GOT THE MONEY! WERE YOU ABLE TO ORDER THE ISO-36?
YES! IT'S BEING FLOWN OUT HERE ON A SPECIAL SHIPMENT! ALL THEY HAD IN STOCK!
NOW LET ME HELP YOU WITH THE LABORATORY PART OF YOUR WORK! I KNOW THERE'S A LOT OF PREPARATION NEEDED, FOR WHEN THE SERUM ARRIVES!
YOU HANDLE THAT APPARATUS LIKE A PRO! I SUSPECT YOU'RE NOT A FULL-TIME SPIDER-MAN!
WELL, I'VE HAD SOME LITTLE TRAINING IN SCIENCE! BUT IT'S GOING TO TAKE YOUR SKILL TO SAVE MY--
--EH?--MY FRIEND!
WITH LUCK, WHEN THE SERUM ARRIVES, WE MIGHT BE ABLE TO NEUTRALIZE OR ELIMINATE THE BLOOD DETERIORATION!
WHAT IF IT DOESN'T WORK? DO YOU KNOW OF ANY OTHER ALTERNATIVES? OR, IS THIS OUR ONLY HOPE?
LET'S NOT THINK OF THAT NOW! WE'VE GOT TO SEE THAT IT DOES WORK!
I HOPE THE SERUM REACHES US SOON!
7

MEANWHILE, AT THE HIDDEN HEADQUARTERS OF DR. OCTOPUS, ALIAS THE MASTER PLANNER...
GOOD NEWS! WE JUST LEARNED OF A SHIPMENT OF 150-36 ARRIVING FROM THE WEST COAST!
IT'S JUST THE THING I NEED TO CARRY OUT MY RESEARCH! WHAT A STROKE OF LUCK!
USE EVERY AVAILABLE MAN! DON'T LET ANYTHING STOP YOU! I MUST HAVE THAT SERUM!
EVERYTHING IS ARRANGED! WE WILL NOT FAIL!
I HEARD OF 150-36 SOME MONTHS AGO, WHEN IT WAS MERELY IN THE DEVELOPMENT STAGE! IT COULD BE THE ONE VITAL KEY TO MY EXPERIMENTS!
AND FATE IS PLACING IT WITHIN MY GRASP!
LATER THAT DAY, AFTER THE LANDING OF A CROSS-COUNTRY JET...
DR. CONNORS MUST WANT THIS SERUM PRETTY BAD TO PAY SUCH A HIGH PREMIUM PRICE FOR ITS DELIVERY!
THOK!
WE'LL TAKE THAT!
GOOD WORK! I GOT IT!
NOW, LET'S GET OUT OF HERE-- WHILE WE CAN!
NO! NO! COME BACK! YOU MUSTN'T--!
SECONDS LATER, AT THE LABORATORY OF DOCTOR CONNORS...
WHAT'S THAT?!!
THE SERUM--STOLEN AT THE AIRPORT!!
YOU SAY THE DESCRIPTION FITS THE MASTER PLANNER'S GANG...!
HE GOT THE SERUM?!?
DON'T STOP YOUR PRELIMINARY EXPERIMENTING! I'LL BE BACK-- WITH THE SERUM!
THIS TIME THE MASTER PLANNER HAS GONE TOO FAR! WHEREVER HE IS-- WHOEVER HE IS-- I'LL GET HIM!
MY MONEY'S ON YOU, MISTER! GOOD LUCK!
8

EACH OF MY LAST TWO BATTLES WITH THE PLANNER'S GANG WERE IN THE VICINITY OF THE WATERFRONT!
SO HIS HIDEOUT MUST BE SOMEWHERE IN THAT AREA!
BUT, I CAN'T SPARE THE TIME TO SEARCH THAT WHOLE NEIGHBORHOOD-- IT COULD TAKE DAYS!
I'VE GOT TO FIND A QUICKER WAY--AND I JUST THOUGHT OF ONE--!
OHHHH--!
I DIDN'T MEAN TO FRIGHTEN BETTY, BUT I CAN'T STOP NOW!
DON'T BE ALARMED! I'M LOOKING FOR FREDERICK FOSWELL!
HE--HE JUST LEFT-- ONLY A FEW MINUTES AGO! BUT--!
THEN, IF I RACE BACK TO THE STREET, I MIGHT SPOT HIM! MANY THANKS, MISS BRANT!
WHEN I SEE HER THAT WAY--SO FRAGILE--SO HELPLESS--HOW I LONG TO TAKE HER IN MY ARMS--!
BUT, THIS IS NO TIME TO THINK OF BETTY!
THERE'S THE ONE I'M AFTER--!
LET YOURSELF GO LIMP--DON'T TENSE UP! YOU'RE IN NO DANGER! I WON'T HARM YOU!
SPIDER-MAN! IN BROAD DAYLIGHT!
9

EVEN THOUGH I FOUGHT YOU YEARS AGO WHEN YOU WERE A GANG BOSS, YOU'VE NOTHING TO FEAR FROM ME NOW, SINCE YOU'VE GONE LEGIT AS A REPORTER FOR THE BUGLE!
BUT I'M AFTER THE MASTER PLANNER, AND YOU PROBABLY STILL HAVE SOME UNDERWORLD CONTACTS THAT MIGHT KNOW WHERE TO FIND HIM! HELP ME, AND I'LL GIVE YOU A SCOOP WHEN I'VE NABBED HIM!
REMEMBER, I CAN BE A GOOD FRIEND--OR A BAD ENEMY! THE CHOICE IS YOURS! I'LL CONTACT YOU LATER!
BUT THIS IS ONLY THE BEGINNING! I'M NOT GONNA TWIDDLE MY THUMBS WAITING FOR FOSWELL TO LEARN SOMETHING!
AND, IN THE HOURS THAT FOLLOW, THE AMAZING CRIMEBUSTER INVADES EVERY UNDERWORLD HAUNT HE CAN FIND...
I WANT INFO ON THE MASTER PLANNER--AND I WANT IT NOW!
CRASH
IT'S SPIDER-MAN! GET 'IM!
I HAVEN'T TIME TO WASTE ON YOU, HEAR? TALK, AND TALK FAST!
LOOK OUT! HE'S FIGHTIN' MAD!
BOK!
WAK!
YOU BET I AM--AND I'LL FIND OUT WHAT I WANT TO KNOW IF I HAVE TO TEAR THIS PLACE APART!
BUT, AS THE HOURS WEAR ON, THE ANSWER IS ALWAYS THE SAME...
HONEST! WE DON'T KNOW WHERE HE IS! ONLY HIS OWN GANG KNOWS HIS HIDEOUT!
HE'S TELLING THE TRUTH! HE'S TOO SCARED TO LIE!
BUT I DON'T DARE GIVE UP! I MUST GET THAT SERUM!

MEANWHILE, AT THE HOSPITAL...
I WAS AFRAID OF THIS! SHE'S GETTING WEAKER--SLIPPING INTO A COMA...
AND THERE IS NOTHING MORE THAT WE CAN DO FOR HER!
SHE IS PUTTING UP A VALIANT FIGHT--SHE HAS A TREMENDOUS WILL TO LIVE!
BUT NOW, HER FATE IS IN THE HANDS OF A POWER FAR GREATER THAN OURS!
AND, IN ANOTHER PART OF THE CITY, SPIDER-MAN CARRIES ON THE FIGHT AS ONLY HE CAN--!
A HOT CAR RING! MAYBE THEY KNOW SOMETHING ABOUT THE MASTER PLANNER!
IT'S SPIDER-MAN! LET'S GET OUTTA HERE!
I HEARD THAT HE'S BEEN TEARIN' UP THE CITY LATELY! BUT--WHY??
HOLD IT! NOBODY LEAVES UNTIL I SAY SO!! THAT MEANS NOBODY!
CRASH!
H-HE RIPPED OUT THE WHOLE BLAMED STAIRCASE!!
GET BACK DOWN THERE! I'VE GOT SOME QUESTIONS--AND YOU BETTER HAVE THE ANSWERS!
SKRAKK
AND DROP THOSE GUNS BEFORE I REALLY GET MAD!! I'M THRU TREATING YOU PUNKS WITH KID GLOVES!
M-MAYBE WE BETTER DO LIKE HE SAYS?!
I HEAR YA TALKIN', CHARLIE!

BUT, AFTER LONG MINUTES OF RELENTLESS QUESTIONING...
IT'S NO USE! THESE DIME-A-DOZEN CROOKS DON'T KNOW ANY MORE ABOUT THE MASTER PLANNER THAN I DO!
WHILE, IN HIS LAB, DR. CONNORS DOES SOME SOUL SEARCHING OF HIS OWN...
EVEN IF SPIDER-MAN DOES BRING ME THE SERUM, WE STILL CAN'T BE SURE IT WILL BE SUCCESSFUL!
THERE'S NO WAY OF KNOWING WHETHER IT WILL ASSIMILATE WITH MY OWN POTION UNTIL WE TRY IT!
AND SO, THE SECONDS FATEFULLY TICK BY, UNTIL...
BLAST IT! ANOTHER BLIND ALLEY! THIS PLACE IS DESERTED!
I'M RAPIDLY RUNNING OUT OF PLACES TO SEARCH!
NO! WAIT! MY SPIDER SENSE IS REACTING TO SOMETHING--!
SOMETHING UNDER THE FLOOR HAS CAUSED THE REACTION! IT MIGHT BE A TRAP DOOR!
IT IS! I CAN SENSE THE RELEASE MECHANISM!
VOICES! THERE'S SOMEBODY BELOW ME!
WHAT HAVE I STUMBLED ONTO THIS TIME?
AND THEN, THE ELATED WEB-SPINNER SEES--
THE MASTER PLANNER'S MEN!! I'VE FOUND THEM!
IT'S SPIDER-MAN!!
LOOK! UP ABOVE!!
12

YOU'RE THE ONES WHO STOLE THE ISO-36! WHERE IS IT? WHERE IS THE SERUM??
THE MAN HAS GONE MAD!
WHAT DO YOU WANT THE SERUM FOR?
WHAT'S THE DIFFERENCE? HE'LL NEVER GET OUT OF HERE ALIVE, ANYWAY!!
YOU BRAINLESS FOOLS!! DO YOU THINK ANY NUMBER OF YOU CAN STOP ME NOW??
UHHH--!
I'LL GET THAT SERUM IF I HAVE TO TAKE THIS WHOLE PLACE APART--AND YOU WITH IT!!
RUSH HIM TOGETHER! WE'VE GOT TO STOP HIM!
BUT, DESPITE THE OVERWHELMING ODDS AGAINST HIM, SPIDER-MAN'S INCREDIBLE AGILITY SERVES HIM IN GOOD STEAD, TIME AND AGAIN...
WHERE'D HE GO??
HE WAS HERE A SECOND AGO!
ONE THING ABOUT THE PLANNER'S MEN--THEY DON'T GIVE UP EASY!
BUT, NO MATTER HOW MANY THEY ARE--HOW HARD THEY FIGHT--I'M MORE THAN A MATCH FOR ALL OF THEM!
WE NEED HELP! HE'S TOO STRONG--TOO FAST--! WHAT'LL WE DO??!
13

REINFORCEMENTS! ONE OF THEM JUST CAME OUT OF THAT HIDDEN DOOR!
VER-RY INTERESTING--!
THAT MIGHT BE WHERE THEY'VE STASHED AWAY THE SERUM!
I'VE GOT TO GET INSIDE BEFORE THE DOOR CLOSES AGAIN!
SLAM!
JUST MADE IT!
BUT, JUST OUTSIDE THE DOOR---
SPIDER-MAN IS ON HIS WAY THRU THE SECRET TUNNEL-- SEARCHING FOR OUR STOLEN SERUM!
GOOD! I COULDN'T HAVE PLANNED IT BETTER IF I TRIED!
A STROKE OF BLIND LUCK HAS GIVEN ME THE CHANCE TO DISPOSE OF SPIDER-MAN FOREVER!
AND, THE VIAL OF ISO-36 WILL SERVE AS BAIT IN THE LITTLE TRAP I SHALL SET FOR HIM!
SILENTLY, STEALTHILY, SPIDEY GETS CLOSER AND CLOSER TO THE HIDDEN UNDERSEA EDIFICE, UNTIL...
THE END OF THE TUNNEL! WHAT WILL I FIND IN THAT BUILDING BEYOND??
THE MASTER PLANNER MUST HAVE BEEN WARNED OF MY COMING--!
BUT, MY SPIDER-SENSE DETECTS NO ONE NEARBY!
ANYWAY-- I CAN'T STOP NOW!
14

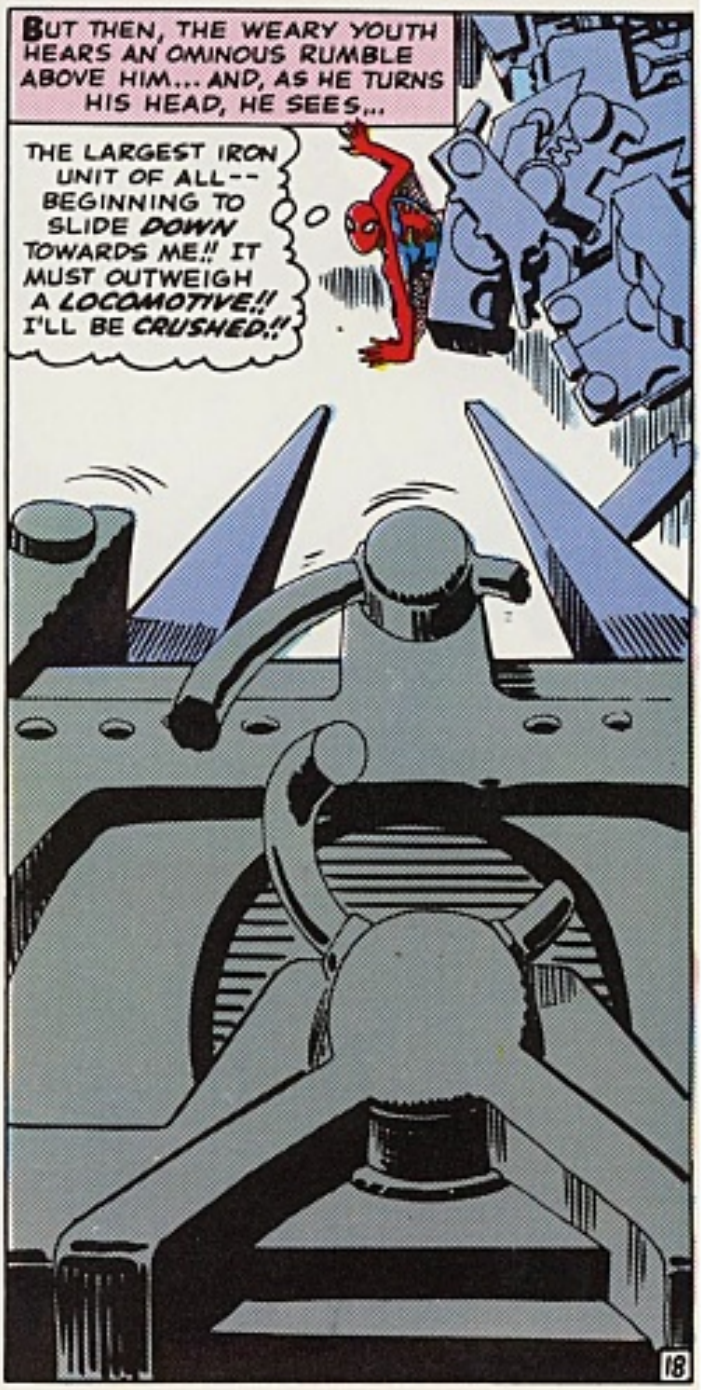
A SPOTLIGHT-- SHINING ON THAT VIAL!
IT MUST BE THE STOLEN ISO-36 -- BUT IT LOOKS TOO TEMPTING -- TOO EASY! IT MUST BE A TRAP!
THEN SUDDENLY, UNEXPECTEDLY, A SHARP, HIGH-VOLTAGE ELECTRIC SHOCK HITS THE SPIDER-POWERED CRUSADER WITH STAGGERING FORCE--!
-UNHHH!- EVERYTHING'S SPINNING! CAN'T HOLD ON! FALLING--!!
BUT, BEFORE THE DAZED, STRICKEN YOUTH CAN REACH THE GROUND, A HIDDEN DOOR SLIDES OPEN AS FOUR SUPER-POWERFUL LIVING TENTACLES LASH OUT--!
SO, SPIDER-MAN -- WE MEET AGAIN! BUT, THIS TIME, ALAS, IT SHALL BE OUR FINAL ENCOUNTER! NEVER AGAIN WILL YOU INTERFERE WITH THE PLANS OF THOSE WHO ARE YOUR SUPERIOR!!
DOCTOR OCTOPUS!! THEN -- IT'S YOU WHO ARE THE MASTER PLANNER!!
ONE OF MY STRONGEST FOES -- AND YET, I MUST DEFEAT HIM -- FOR THE SAKE OF AUNT MAY!
15

STILL GOVERNED BY A FIT OF FIGHTING, RAGING FURY, SPIDER-MAN USES HIS UNCANNY ADHESIVE POWER TO GRIP THE FLOOR AS HE DOES A SUDDEN FLIP-OVER--
I'VE BEATEN YOU IN THE PAST, AND I'LL DO IT AGAIN--NO MATTER WHAT YOU NOW CALL YOURSELF!!
YOU ARROGANT FOOL! YOU'RE FIGHTING ON MY TERMS NOW! YOU HAVEN'T A CHANCE HERE, AGAINST ME!
WE'LL SEE ABOUT THAT!
I KNEW HE'D HAVE TO RELEASE HIS GRIP ON ME IN ORDER TO USE HIS ARMS TO SAVE HIMSELF!
I SHOULD HAVE SUSPECTED THAT HE'D BE THE MASTER PLANNER -- SINCE ALL HIS CRIMES DEALT WITH THE THEFT OF ATOMIC AND RADIOACTIVE MATERIAL!
SO YOU'RE LASHING OUT AT ME WITH YOUR ARMS AGAIN! GOOD! IT'S JUST WHAT I EXPECTED YOU TO DO!
YOU'RE BLUFFING! THERE'S NO WAY YOU CAN COPE WITH MY FLEXIBLE, CLUTCHING ARMS --
-UNHHHH!-
KEEP TALKING, BIG MAN--AND I'LL JUST PRACTICE A LITTLE KNOT-TYING WHILE YOU DO!
HE'S TOO STRONG! HE'LL FREE HIMSELF IN SECONDS! BUT, AT LEAST I GAINED SOME BREATHING TIME!
AND I'VE MADE HIM LOSE THE ADVANTAGE OF SURPRISE!

THEN, AFTER DOC OCK HAS FREED HIMSELF, AS SPIDEY PREDICTED...
I NEVER SAW HIM FIGHT LIKE THAT! HE'S LIKE A TIGER!!
I'VE GOT TO KEEP HIM USING HIS ARMS--TO PROTECT HIMSELF!
IF YOU EXPECT TO WRAP THOSE TIN TENTACLES OF YOURS AROUND ME AGAIN, FORGET IT!
I'M CALLING THE TUNE FROM HERE ON IN!
HE MUST BE BEATEN QUICKLY--DECISIVELY--SO I CAN GET THE SERUM TO CONNORS IN TIME!
THOK!
THERE'S NO WAY TO FIGHT HIM--NO WAY TO STOP HIM! HE'S LIKE A RAGING HUMAN DREADNAUGHT!! I'VE GOT TO ESCAPE!
YOU'RE NOT GETTING AWAY--THAT SERUM WILL BE MINE--AND YOU'RE MY SAFE PASSAGE OUT OF HERE!
KRAK!
YOU TOPPLED THE MAIN SUPPORT BEAM! THE CAST IRON UPPER LEVEL UNITS ARE COLLAPSING!
HE'S RIGHT!
17

EVERYTHING'S FALLING ON TOP OF US!! WE'LL BE KILLED!!
RROOOM!
NO!! NOT NOW! I'VE GOT TO SURVIVE!! GOT TO BRING THAT SERUM TO CONNORS!!

SECONDS LATER, AFTER THE REVERBERATIONS HAVE CEASED IN THE VAST, RUBBLE-FILLED CHAMBER...
CAN'T SEE DOC OCK! DON'T KNOW WHAT HAPPENED TO HIM! EVERYTHING IS SO QUIET--SO STILL!
I'VE GOT TO GET OUT NOW! NO BONES SEEM TO BE BROKEN--!


BUT THEN, THE WEARY YOUTH HEARS AN OMINOUS RUMBLE ABOVE HIM... AND, AS HE TURNS HIS HEAD, HE SEES...
THE LARGEST IRON UNIT OF ALL--BEGINNING TO SLIDE DOWN TOWARDS ME!! IT MUST OUTWEIGH A LOCOMOTIVE!! I'LL BE CRUSHED!!
18

I CAN'T STOP IT--BUT, MAYBE I CAN SLOW IT DOWN WITH MY WEBBING!!
IT'S NO USE! IT'S LIKE TRYING TO STOP A BATTLESHIP WITH A SLINGSHOT!!
I-I CAN'T GET OUT OF THE WAY IN TIME--!
BUT, BY TWISTING AND TURNING CAREFULLY, I MIGHT PLACE MYSELF UNDER THAT SMALL HOLLOWED-OUT AREA!!
I DID IT! I SAVED MYSELF FROM BEING CRUSHED--BUT, EVEN MY GREAT STRENGTH CAN'T LIFT THIS THING OFF ME!
I SEE THE VIAL OF SERUM--JUST AHEAD OF ME! BUT IT MIGHT AS WELL BE ON ANOTHER PLANET!
I CAN'T REACH IT FROM HERE--AND, EVEN IF I COULD, WHAT GOOD WOULD IT DO?
I CAN'T BEAR THE THOUGHT OF FAILING AUNT MAY--THE WAY I ONCE FAILED UNCLE BEN--!
WAIT! WHAT'S THAT--??
DROPS OF WATER--FALLING FROM THE CEILING!
IT'S A SLOW LEAK, BUT IT'S GETTING FASTER! EACH DROP SEEMS TO BE GETTING BIGGER!! IF IT DOESN'T STOP--!!!
...THE WHOLE RIVER WILL COME SURGING THRU!
19

I CAN'T JUST STAY HERE AND WAIT FOR THE END! I'VE GOT TO TRY TO GET FREE!

IF I COULD ONLY LIFT THIS WEIGHT OFF ME-- BUT I CAN'T BUDGE IT--!
NOT AN INCH!

IT'S NO USE!
I'M TOO EXHAUSTED! BEEN ON THE GO FOR DAYS! PERHAPS, IF I REST FOR A WHILE--!

AND, WHILE THE COSTUMED TEEN-AGER FUMES AT HIS SEEMINGLY HOPELESS PREDICAMENT, MAY PARKER SLOWLY SINKS DEEPER AND DEEPER INTO HER COMA, ONE FAINT WORD SOFTLY CROSSING HER LIPS...
PETER...

WHILE, DIRECTLY ACROSS TOWN, ANOTHER MAN SILENTLY WAITS-- AND WONDERS--
IF HE DOESN'T RETURN SOON, IT WILL BE TOO LATE! THE ISO-36 WILL LOSE ITS POTENCY!

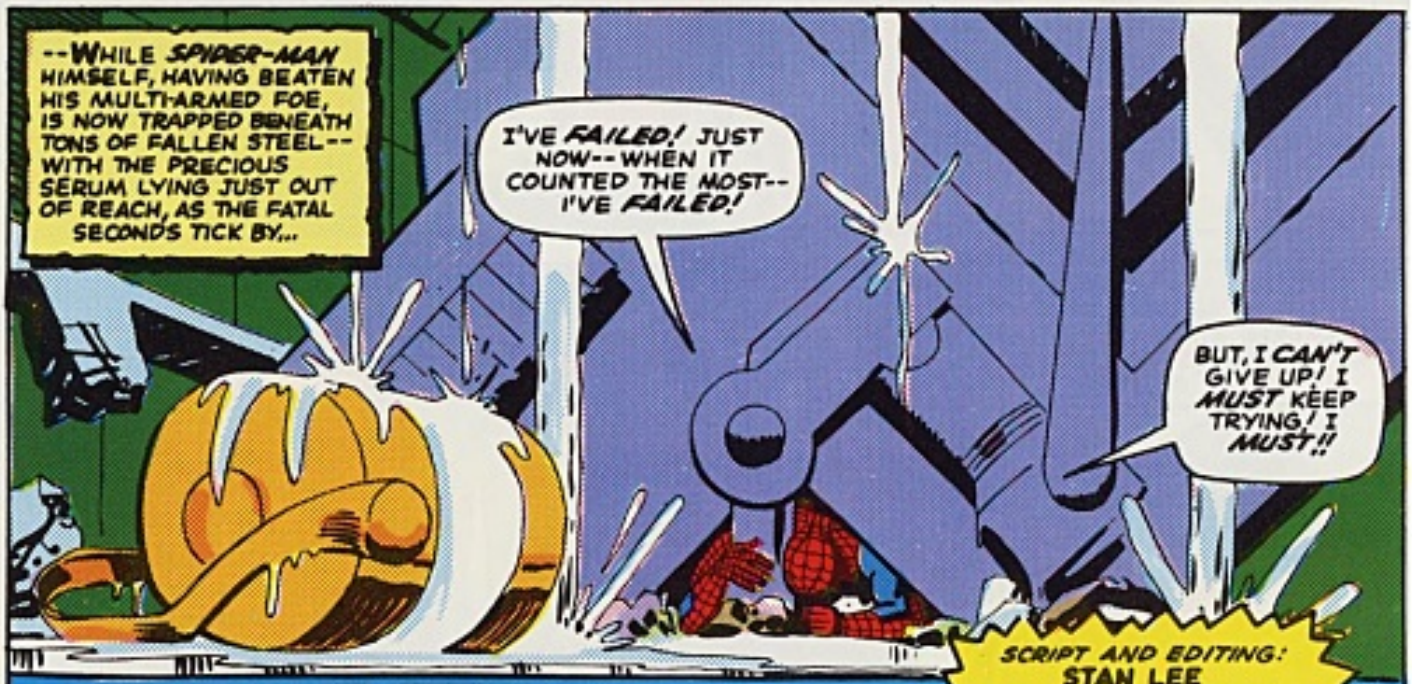
AS, MANY FATHOMS BENEATH THE SURFACE OF THE SEA...
SPIDER-MAN HASN'T A CHANCE OF BEATING THE MASTER PLANNER!
AND, EVEN IF HE DID, HE'LL STILL HAVE TO GET PAST US IN ORDER TO ESCAPE!

BUT, BEHIND THE BOLTED DOOR, UNSUSPECTED BY THE MASKED CRIMINALS, SPIDER-MAN FUMES IN HELPLESS RAGE AS THE DROPS OF WATER FALL EVER FASTER--EVER LARGER--FASTER--LARGER--FASTER--LARGER--!!!
I'VE FAILED!! JUST NOW-- WHEN IT COUNTED THE MOST--I'VE FAILED!!
WHEREVER YOU GO-- WHATEVER YOU DO-- WHATEVER BEFALLS-- THIS WE SAY TO YOU--YOU MUST NOT MISS OUR NEXT ISSUE!! AND NOW, TILL THAT GLORIOUS MOMENT WHEN YOU HOLD IN YOUR EAGER HANDS, WE WISH YOU, ONE AND ALL--HAPPY WEB-SLINGING!
THE END

THE AMAZING SPIDER-MAN!

"THE FINAL CHAPTER!"

AS PETER PARKER'S AUNT MAY LIES DYING IN THE HOSPITAL, VICTIM OF THE EFFECTS OF RADIOACTIVITY IN HER BLOOD STREAM...
...A SYMPATHETIC DR. CONNORS WAITS FOR SPIDER-MAN TO BRING THE ISO-36 TO HIM... FOR IT IS THE ONLY SERUM WHICH MIGHT SAVE PETER'S AUNT!
BUT, THE STOLEN SERUM IS IN THE POSSESSION OF DR. OCTOPUS, WHOSE MASKED HENCHMEN WAIT OUTSIDE A STEEL DOOR, AS SPIDEY AND DOC OCK BATTLE WITHIN...!
AND, NONE SUSPECT THAT A SUDDEN LEAK IN THE UNDER-WATER DOME OF THE HIDDEN HIDEOUT IS GROWING BIGGER--AND BIGGER--!


--WHILE SPIDER-MAN HIMSELF, HAVING BEATEN HIS MULTI-ARMED FOE, IS NOW TRAPPED BENEATH TONS OF FALLEN STEEL--WITH THE PRECIOUS SERUM LYING JUST OUT OF REACH, AS THE FATAL SECONDS TICK BY...
I'VE FAILED! JUST NOW--WHEN IT COUNTED THE MOST--I'VE FAILED!
BUT, I CAN'T GIVE UP! I MUST KEEP TRYING! I MUST!!

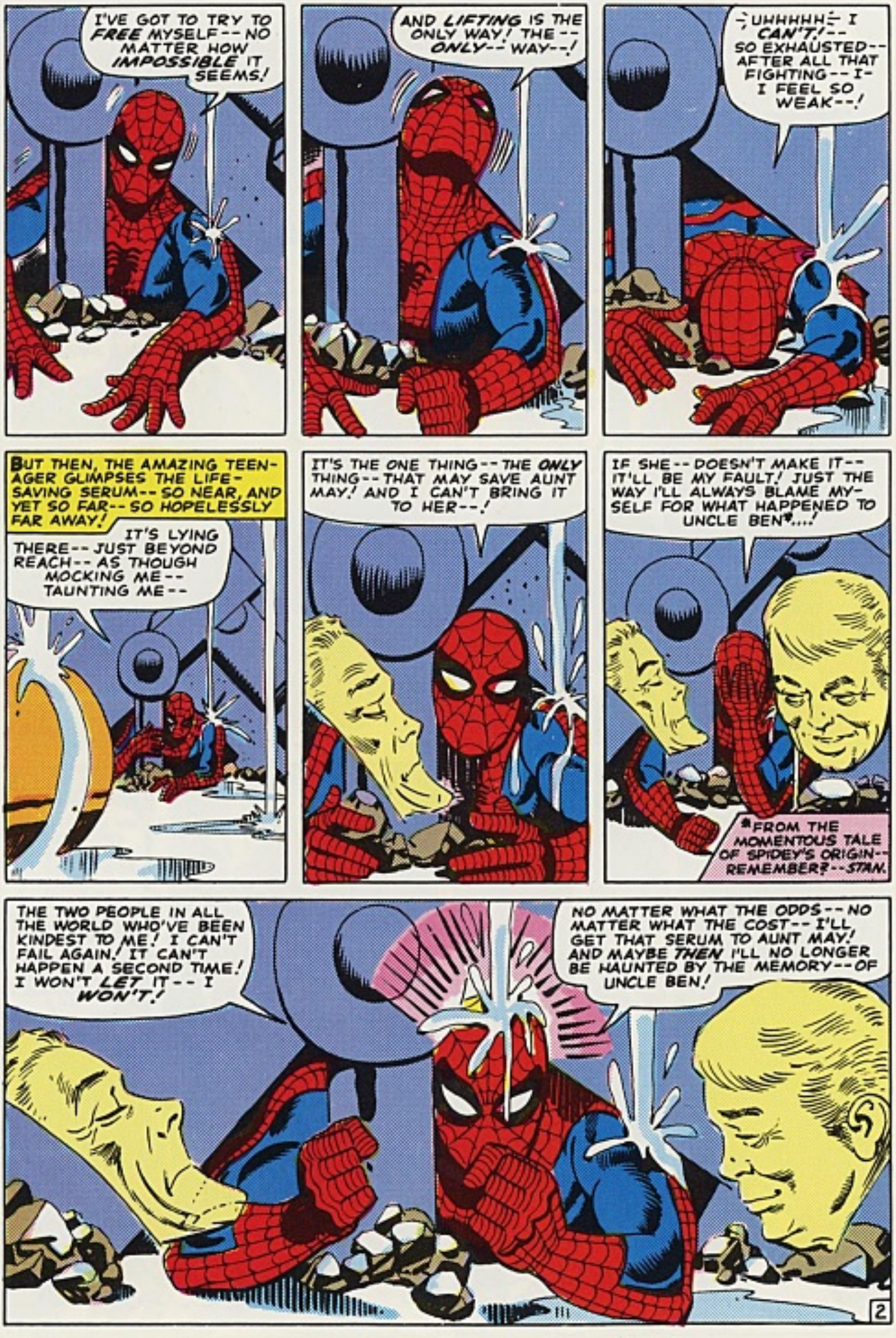
POSSIBLY ONE OF THE MOST THOROUGHLY SATISFYING SPIDER-MAN SAGAS YOU HAVE EVER THRILLED TO!

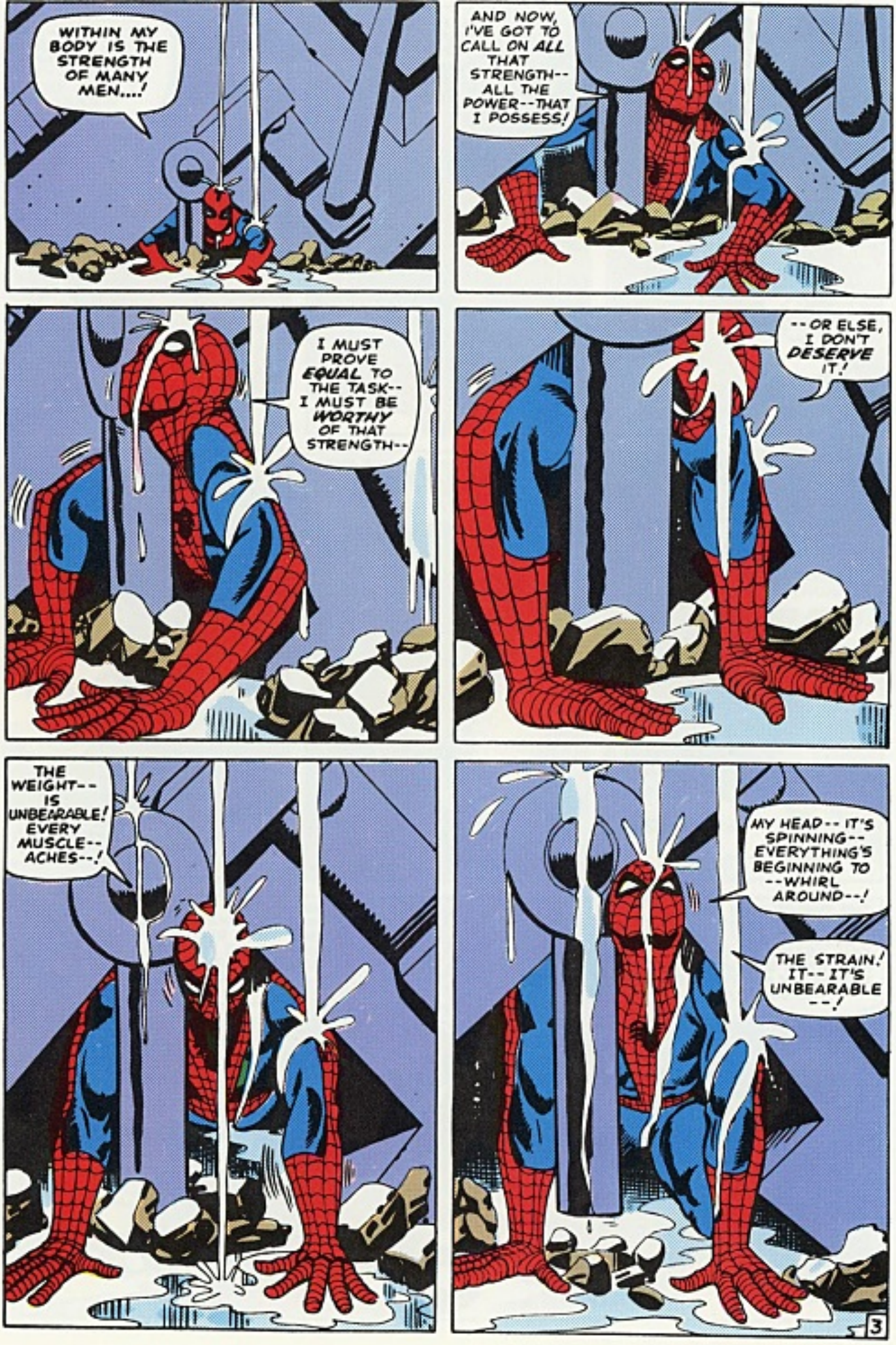
SCRIPT AND EDITING:
STAN LEE

PLOT AND ILLUSTRATION:
STEVE DITKO

BORDERING AND LETTERING:
ARTIE SIMEK

READING AND ENJOYING:
THAT OL' WEB-SPINNER--YOU!

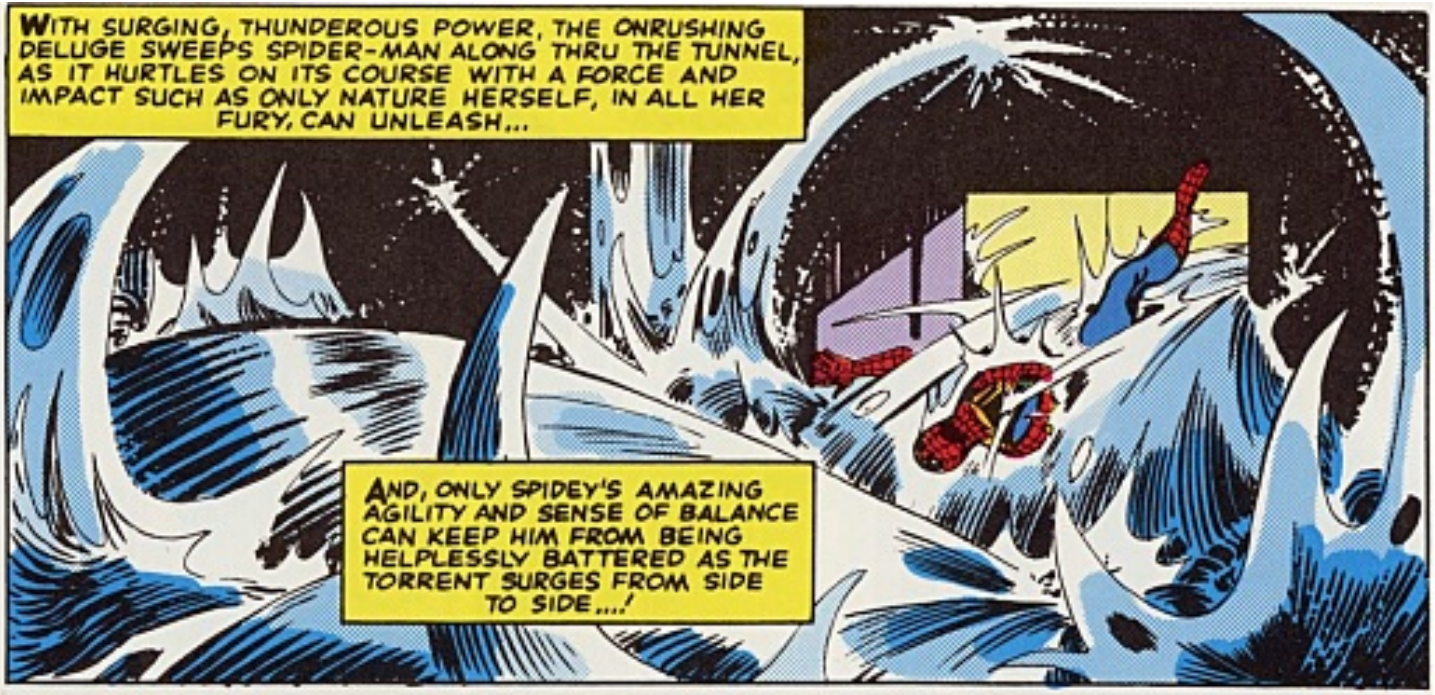

I'VE GOT TO TRY TO FREE MYSELF -- NO MATTER HOW IMPOSSIBLE IT SEEMS!
AND LIFTING IS THE ONLY WAY! THE -- ONLY -- WAY --!
-; UHHHHH -- I CAN'T! -- SO EXHAUSTED -- AFTER ALL THAT FIGHTING -- I- I FEEL SO WEAK --!
BUT THEN, THE AMAZING TEENAGER GLIMPSES THE LIFE-SAVING SERUM -- SO NEAR, AND YET SO FAR -- SO HOPELESSLY FAR AWAY!
IT'S LYING THERE -- JUST BEYOND REACH -- AS THOUGH MOCKING ME -- TAUNTING ME --
IT'S THE ONE THING -- THE ONLY THING -- THAT MAY SAVE AUNT MAY! AND I CAN'T BRING IT TO HER --!
IF SHE -- DOESN'T MAKE IT -- IT'LL BE MY FAULT! JUST THE WAY I'LL ALWAYS BLAME MYSELF FOR WHAT HAPPENED TO UNCLE BEN*....!
*FROM THE MOMENTOUS TALE OF SPIDEY'S ORIGIN -- REMEMBER? -- STAN.
THE TWO PEOPLE IN ALL THE WORLD WHO'VE BEEN KINDEST TO ME! I CAN'T FAIL AGAIN! IT CAN'T HAPPEN A SECOND TIME! I WON'T LET IT -- I WON'T!
NO MATTER WHAT THE ODDS -- NO MATTER WHAT THE COST -- I'LL GET THAT SERUM TO AUNT MAY! AND MAYBE THEN I'LL NO LONGER BE HAUNTED BY THE MEMORY -- OF UNCLE BEN!
2


WITHIN MY BODY IS THE STRENGTH OF MANY MEN....!
AND NOW, I'VE GOT TO CALL ON ALL THAT STRENGTH-- ALL THE POWER--THAT I POSSESS!
I MUST PROVE EQUAL TO THE TASK-- I MUST BE WORTHY OF THAT STRENGTH--
--OR ELSE, I DON'T DESERVE IT.!
THE WEIGHT-- IS UNBEARABLE! EVERY MUSCLE-- ACHES--!
MY HEAD-- IT'S SPINNING-- EVERYTHING'S BEGINNING TO --WHIRL AROUND--!
THE STRAIN! IT-- IT'S UNBEARABLE --!
3

THE CRACK IN THE CEILING--IT'S GROWING *WIDER*--GETTING BIGGER EVERY SECOND! I'LL NEVER MAKE IT--I CAN'T--!
NO! I DARE NOT GIVE UP NOW! IF I CLOSE MY EYES--I'LL GO UNDER! MUST STAY AWAKE--MUST CLEAR MY HEAD! KEEP TRYING--TRYING--!
I'LL *DO* IT, AUNT MAY! I WON'T FAIL YOU! NO MATTER WHAT--I WON'T FAIL--!
ANYONE CAN WIN A FIGHT--WHEN THE ODDS--ARE EASY! IT'S WHEN THE GOING'S TOUGH--WHEN THERE SEEMS TO BE NO CHANCE--*THAT'S* WHEN--IT COUNTS!
EVERYTHING GOING BLACK--MY HEAD--ACHING! HOLD ON--I MUST *HOLD ON*--!
IT'S *MOVING*! CAN'T STOP NOW! LAST CHANCE! MUST KEEP THE MOMENTUM--*MORE*! JUST A LITTLE *MORE*--!

AND THEN--AS THE AGONIZING ACHE IN HIS LIMBS SEEMS UNENDURABLE--AS HIS SUPERBLY MUSCLED BODY SUFFERS THE TORMENT OF A VIRTUALLY INDESCRIBABLE ORDEAL--FROM OUT OF THE PAIN--FROM OUT OF THE AGONY--COMES TRIUMPH!
I DID IT! I'M FREE!
5

MY LEG -- IT'S HURT! BUT I'M STILL LUCKY -- NO BONES SEEM TO BE BROKEN!
CAN'T WASTE A MINUTE -- MUST GET THAT SERUM --!
I'VE GOT TO HURRY! THE CRACK IN THE CEILING -- IT'S GETTING WIDER --! THE WATER IS POURING IN FASTER!
IF ONLY MY LEG WASN'T INJURED! CAN'T MOVE TOO QUICKLY! BUT -- THERE ISN'T TIME --!
THE ROOF IS COLLAPSING UNDER THE INCREASING WATER PRESSURE! THE WHOLE PLACE WILL BE FLOODED WITHIN SECONDS!
BUT, I CAN'T FAIL NOW -- NOT AFTER EVERYTHING THAT'S HAPPENED --!
THE ONLY WAY OUT IS THRU THIS TUNNEL! IF IT'LL JUST HOLD UP A FEW SECONDS LONGER --!
WHOOSH!
MY TIME'S RUN OUT! IT'S COLLAPSING NOW!
IT'S CASCADING RIGHT TOWARDS ME! BUT I WON'T LET GO OF THE SERUM! PERHAPS I CAN STILL ESCAPE -- BY SOME MIRACLE!
I'LL GO LIMP -- LET IT SWEEP ME ALONG -- THRU THE TUNNEL! THESE FEW SECONDS WILL GIVE ME A CHANCE -- TO REGAIN SOME OF MY STRENGTH...!
6

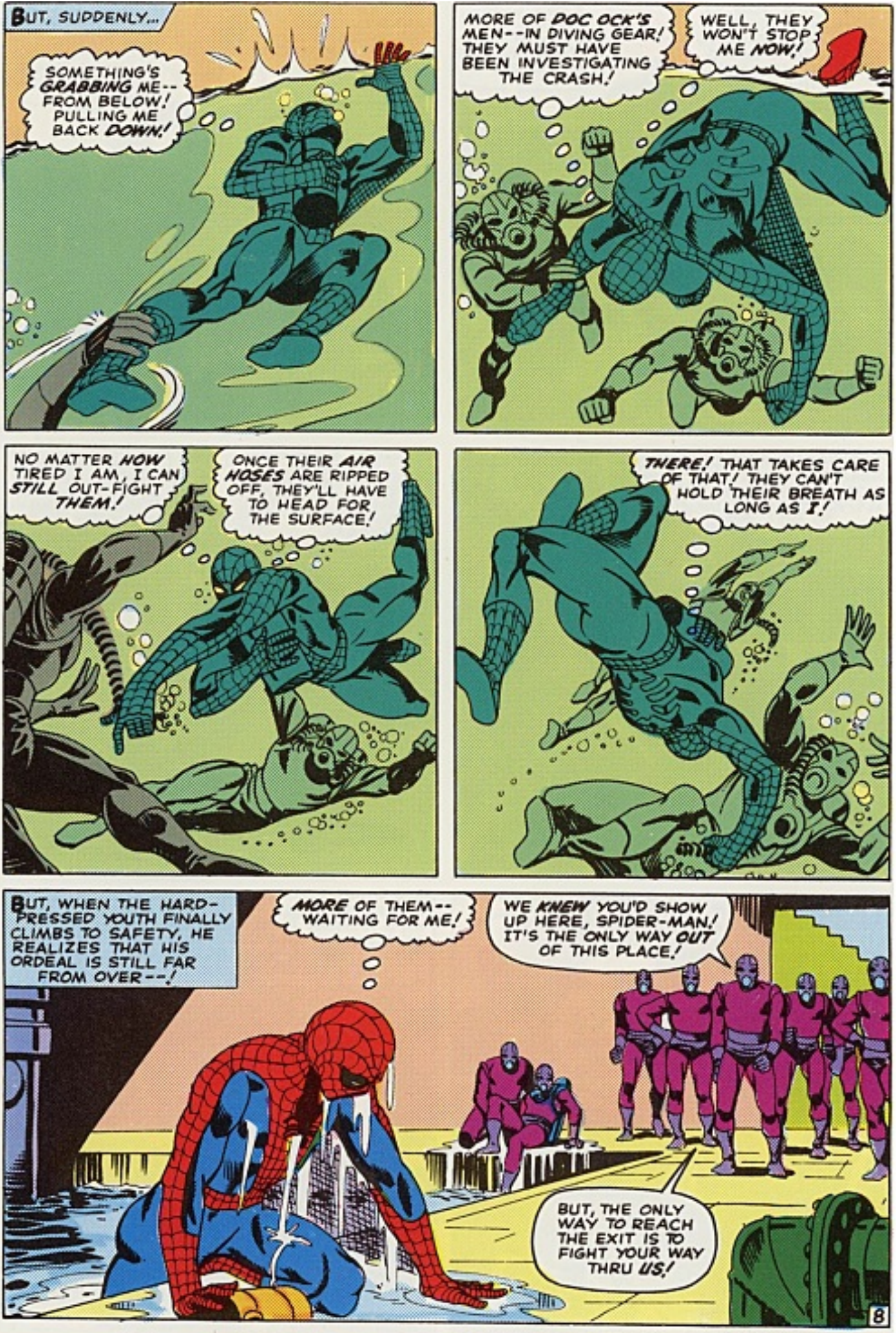

WITH SURGING, THUNDEROUS POWER, THE ONRUSHING DELUGE SWEEPS SPIDER-MAN ALONG THRU THE TUNNEL, AS IT HURTLES ON ITS COURSE WITH A FORCE AND IMPACT SUCH AS ONLY NATURE HERSELF, IN ALL HER FURY, CAN UNLEASH...
AND, ONLY SPIDEY'S AMAZING AGILITY AND SENSE OF BALANCE CAN KEEP HIM FROM BEING HELPLESSLY BATTERED AS THE TORRENT SURGES FROM SIDE TO SIDE....!

THE TUNNEL IS ALMOST COMPLETELY *INUNDATED!* I CAN HOLD MY BREATH FAR LONGER THAN A NORMAL MAN--BUT NOT *FOREVER!*
I'VE GOT TO FIND A WAY OUT--BEFORE I *DROWN!*

THAT *DOOR*--AT THE END OF THE TUNNEL! IT'S MY ONLY CHANCE!
THE RELENTLESS HAMMERING OF TONS OF WATER SHOULD BREAK IT DOWN BY THE TIME I REACH IT!

MUSTN'T GET *CARELESS* NOW! HAVE TO KEEP SWERVING--DODGING--AVOIDING THE WRECKAGE WHICH COULD TANGLE ME UP!

AND THEN, SECONDS LATER...
I'M *THRU!* THERE'S *AIR* TO BREATHE! *AIR!*


BUT, SUDDENLY...
SOMETHING'S GRABBING ME--FROM BELOW! PULLING ME BACK DOWN!
MORE OF DOC OCK'S MEN--IN DIVING GEAR! THEY MUST HAVE BEEN INVESTIGATING THE CRASH!
WELL, THEY WON'T STOP ME NOW!
NO MATTER HOW TIRED I AM, I CAN STILL OUT-FIGHT THEM!
ONCE THEIR AIR HOSES ARE RIPPED OFF, THEY'LL HAVE TO HEAD FOR THE SURFACE!
THERE! THAT TAKES CARE OF THAT! THEY CAN'T HOLD THEIR BREATH AS LONG AS I!
BUT, WHEN THE HARD-PRESSED YOUTH FINALLY CLIMBS TO SAFETY, HE REALIZES THAT HIS ORDEAL IS STILL FAR FROM OVER--!
MORE OF THEM--WAITING FOR ME!
WE KNEW YOU'D SHOW UP HERE, SPIDER-MAN! IT'S THE ONLY WAY OUT OF THIS PLACE!
BUT, THE ONLY WAY TO REACH THE EXIT IS TO FIGHT YOUR WAY THRU US!
8

I'VE GOT A JOB TO DO-- AND NOBODY-- NOTHING-- NO POWER ON EARTH IS GOING TO STOP ME-- WHILE I STILL LIVE!
C'MON, STOP WASTING TIME! WE'VE GOT HIM OUTNUMBERED! LET'S RUSH 'IM!
THAT SUITS US, MISTER! REMEMBER, NOBODY LIVES FOREVER!
YOU'VE GOT IT WRONG, FELLA! IF THERE'S ANY RUSHING TO DO AROUND HERE, I'LL DO IT!
IF ONLY MY LEG DIDN'T THROB SO-- IF I WEREN'T SO EXHAUSTED! BUT, I CAN'T THINK OF THAT NOW!
THE GREAT SPIDER-MAN! HAH! YOU'RE NOT AS TOUGH AS YOU'RE CRACKED UP TO BE!
KEEP SWINGIN'! WE'RE STOPPING HIM! HE CAN'T GET PAST US!
IT'S ALMOST TOO EASY! HE MAY BE FAKING!
NOT A CHANCE! NOBODY WANTS TO BE A HUMAN PUNCHIN' BAG-- NOT EVEN SPIDER-MAN!
I'VE GOT TO TAKE IT FROM THEM JUST A LITTLE LONGER-- BY NOT FIGHTING BACK, I CAN KEEP RESTING--REGAINING MY ENERGY--!
MY OWN STRENGTH KEEPS THE BLOWS FROM HURTING TOO MUCH!
THIS IS PROBABLY THE FIRST TIME ANYONE EVER RESTED BY TAKING A BEATING-- BUT THEN, I NEVER WAS MUCH OF A CONFORMIST!
CAN'T WAIT MUCH LONGER --I'M BEGINNING TO ACHE!
9

NOW! I'VE GOT TO START FIGHTING BACK NOW--- WHILE I STILL CAN!
LOOK OUT! HE MUST HAVE GOTTEN HIS SECOND WIND!
SO WHAT?!! IT'LL TAKE MORE THAN THAT TO SAVE HIM!
HE'S RIGHT! WITHOUT FULL USE OF MY LEG, I CAN'T MANEUVER AS I SHOULD--AND THEY'RE ALL FRESH--RESTED
UHHHH!
WHAT'S THE MATTER WITH ME? WHAT IF MY LEG IS INJURED? WHAT IF THEY ARE MORE RESTED? THEY'RE JUST A GANG OF MANGY CROOKS--BUT I'M SPIDER-MAN!
WHAT'S HOLDING HIM UP? HOW DOES HE KEEP FIGHTING?
I DUNNO--BUT IT LOOKS LIKE HE'S GETTING STRONGER!
I'M SPIDER-MAN! AND I'M NOT GOING TO FAIL! I'M NOT! I'M NOT!
NOT WITH AUNT MAY COUNTING ON ME--NEEDING ME--!
A MAN MAY LOSE! A MAN MAY BE DEFEATED! IT'S NO DISGRACE--SO LONG AS HE DOESN'T GIVE UP!
10

AND I'M NOT GIVING UP! I'M NOT-- I'M NOT!
I'LL KEEP FIGHTING-- NO MATTER WHAT! I WON'T GIVE UP!
I WON'T! I WON'T! I WON'T!
NOBODY CAN MAKE ME GIVE UP! NOT WHEN THERE'S SO MUCH AT STAKE!
I'LL KEEP FIGHTING UNTIL-- UNTIL-- WHA-? IT-- IT'S OVER!
CAN'T STOP NOW! CAN'T EVEN LOOK BACK! DR. CONNORS NEEDS THE SERUM--FOR AUNT MAY! MUST KEEP MOVING-- KEEP WALKING--!
NO TIME TO FIND OUT WHAT HAPPENED TO DR. OCTOPUS! NO TIME FOR ANYTHING!
ALL THAT MATTERS IS DELIVERING THE SERUM IN TIME--!
--BEFORE IT'S--TOO LATE!
11

AND SO--A SHORT TIME LATER-- AT THE LABORATORY OF DR. CONNORS, WE FIND...
SPIDER-MAN! YOU GOT THE SERUM!
IT'S ALL I NEED TO FINISH THE TEST! EVERYTHING ELSE IS ALL CHECKED OUT AND READY FOR PROCESSING!
I--KNEW I COULD--COUNT ON YOU!
YOU'RE SO BREATHLESS! DID YOU HAVE ANY TROUBLE? IS ANYTHING WRONG?
I'LL TELL YOU --ABOUT IT-- SOME TIME! RIGHT NOW, HERE'S THE SERUM! LET'S NOT WASTE A MINUTE!
THERE'S ONE OTHER THING I'VE GOT TO DO --WHEN HE'S NOT LOOKING!
I'VE GOT TO TAKE A SAMPLE OF MY OWN SPIDER-MAN BLOOD WHICH GAVE ME MY POWERS WHEN I WAS FIRST BITTEN BY THAT RADIO-ACTIVE SPIDER!
IT WILL BE NEEDED FOR COMPARISON-- TO SEE IF DR. CONNORS' SERUM REALLY CAN STOP THE DETERIORATION OF AUNT MAY'S BLOOD!
THERE! I'LL SLIP IT IN MY BELT TILL IT'S NEEDED! HE WON'T KNOW WHERE IT CAME FROM!
THEN, AS THE MASKED ADVENTURER TURNS TO HIS NEW-FOUND ALLY ONCE MORE...
SO FAR, SO GOOD! I'M GETTING JUST THE REACTION I EXPECTED!
THEN THERE'S ONLY ONE MORE THING TO DO!
WAIT! WHAT ARE YOU DOING?
IT'S ALL RIGHT! I JUST WANT TO TEST IT ON THIS BLOOD SAMPLE!
WHAT BLOOD SAMPLE?
12

THERE ISN'T TIME TO EXPLAIN NOW--BUT IF THE SERUM WORKS ON TNIS, THEN IT WILL PROBABLY BE EFFECTIVE ON THE PATIENT, TOO!
HOW CAN YOU BE SURE IT'S THE SAME TYPE OF BLOOD?
I CAN'T EXPLAIN --BUT IT IS!
THERE! I'VE DONE ALL THAT I CAN! NOW THE REST IS UP TO YOU!
LET ME HAVE IT! WE'LL KNOW THE ANSWER IN A FEW MINUTES!
IT WORKS! THE DETERIORATION OF THE BLOOD WAS INSTANTLY CHECKED WHEN THE SERUM WAS APPLIED!
THEN WE MAY HAVE FOUND THE CURE FOR AUNT MAY!
JUST ONE THING--YOU'VE NEVER TOLD ME WHO THE PATIENT IS! THE SERUM MAY BE AFFECTED BY THE AGE, SEX, OR PHYSICAL CONDITION OF THE ONE IT'S GIVEN TO!
I KNOW! BUT THAT'S THE CHANCE WE HAVE TO TAKE! AT LEAST--THERE'S SOME HOPE NOW!
ONE LAST THING--WOULD YOU CALL THE HOSPITAL AND TELL THEM I'M ON THE WAY WITH THE SERUM? IF A MAN OF YOUR REPUTATION ASKS THEM TO, THEY'LL ALLOW ME TO GIVE IT TO THE DOCTOR IN CHARGE!
OF COURSE I'LL DO IT! GOOD LUCK TO YOU, MY FRIEND!
SECONDS LATER...
WE'VE DONE ALL WE CAN, BUT SHE'S SINKING RAPIDLY!
DOCTOR, THERE'S AN URGENT PHONE CALL FOR YOU!
NO SOONER IS THE PHONE CALL COMPLETED, WHEN...
QUICKLY! I HAVE SOMETHING FOR MRS. PARKER! IS SHE--?
YES, SHE'S STILL ALIVE--BUT JUST BARELY! WE WERE ALREADY INFORMED OF YOUR COMING! GIVE ME THE SERUM!
13

IF THIS CAN STOP THE DETERIORATION OF HER BLOOD, THEN WE'LL BE ABLE TO PERFORM A TRANSFUSION, AND SHE'LL HAVE A FIGHTING CHANCE!
HOW LONG WILL IT BE BEFORE YOU KNOW?
ABOUT TWO HOURS! WE HAVE TO CONDUCT A SERIES OF TESTS TO DETERMINE THE EFFECTIVENESS OF THE SERUM!
TWO HOURS! I COULDN'T BEAR TO STAND HERE THAT LONG--WATCHING--FEARING --DREADING EACH PASSING SECOND--KNOWING THAT EACH COULD BE HER LAST!
I'VE DONE THE BEST I COULD, AUNT MAY! NOW, THERE'S NOTHING LEFT, BUT PRAYER--!
HOLD ON THERE, SPIDER-MAN! I'VE SOME QUESTIONS FOR YOU!
WHAT'S YOUR INTEREST IN THIS MATTER?
LET'S JUST SAY THAT I WAS HELPING--A FRIEND!
I'VE GOT TO KEEP MY MIND OCCUPIED--MUST KEEP BUSY FOR THE NEXT TWO HOURS!
WAIT! I ALMOST FORGOT--!
THE MASTER PLANNER'S GANG! THEY'RE STILL OUT COLD!
I'VE GOT TO DO A LITTLE STAGE SETTING BEFORE THEY RECOVER!
THERE! I SET UP MY CAMERA SO IT WILL LOOK AS THOUGH PETER PARKER TOOK A PICTURE OF SPIDEY LEAVING THE UNDERGROUND EXIT!
AND NOW, THAT INTREPID NEWSHOUND, YOUNG "SCOOP" PARKER, FEARLESSLY SNAPS THE SLEEPING THUGS WHO ARE SPRAWLED DOWN BELOW!
14

MINUTES LATER, AT THE OFFICES OF THE DAILY BUGLE, CRIME REPORTER FREDERICK FOSWELL GETS AN URGENT CALL...
WHO? DID YOU SAY SPIDER-MAN?? YOU WANT ME TO MEET YOU--RIGHT AWAY?
YOU'VE GOT A TIP FOR ME?!! --I'M ON MY WAY!!
BETTER HOLD THE FRONT PAGE FOR AN EXTRA, MR. JAMESON! I'M ON MY WAY TO GET A SCOOP FROM SPIDER-MAN!
AN EXTRA!! MUSIC TO MY EARS!!
I CAN HEAR THE MONEY ROLLING IN NOW! MAYBE THAT BLASTED WEB-SPINNER'S IN JAIL--OR WORSE--IF I'M LUCKY! OH, WHAT A BEAUTIFUL DAY THIS IS!
MR. JAMESON! YOU'RE SMILING! IS ANYTHING WRONG?
THEN, ON A STREET NEAR THE WATERFRONT...
SLOW DOWN, FOSWELL! YOU'LL LAST LONGER!
YOU!! WHAT ARE YOU DOING UP THERE?
NOTHIN' MUCH! JUST HANGIN' AROUND!
NOW LISTEN CLOSELY! I'VE GOT THE MASTER PLANNER'S GANG ALL SEWED UP BEHIND A HIDDEN TRAP DOOR WHICH I MARKED FOR YOU! THE LEADER WAS DR. OCTOPUS --BUT I LOST HIM WHEN THE PLACE GOT FLOODED!
YOU SHOULD HAVE TOLD ME OVER THE PHONE! I'D HAVE GOTTEN A PHOTOGRAPHER --ALERTED THE POLICE--!
HE DOESN'T SUSPECT MY CAMERA IS ON THE ROOF LEDGE, AUTOMATICALLY SNAPPING THIS WHOLE THING RIGHT NOW!
NO NEED TO ALERT THE POLICE--I ALREADY CALLED THEM! WELL, YOU WON'T NEED ME ANY MORE! THE STORY IS ALL YOURS!
WHEEEEEEE...
I'LL DOUBLE BACK TO THE ROOF ACROSS THE WAY, AND MAKE SURE I DON'T MISS ANYTHING THAT HAPPENS NEXT!
THERE THEY ARE--LIKE CONTRITE LITTLE SCHOOLBOYS WHO GOT CAUGHT WITH THEIR HANDS IN THE COOKIE JAR!
KEEP WALKING! DON'T BE SHY! WE'VE GOT ROOM IN THE PADDY WAGON FOR ALL OF YOU!

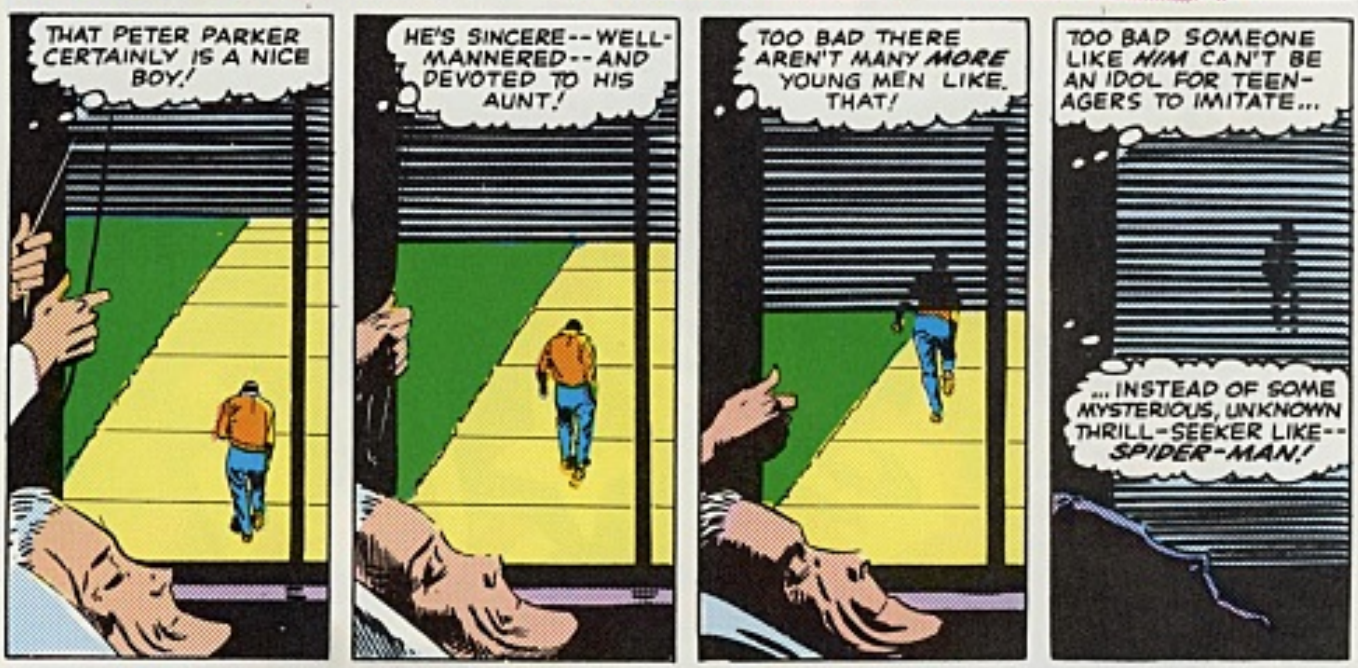
THIS IS PERFECT! THEY'RE MAKING THEM UNMASK -- AND MY TRUSTY LITTLE SNOOPER-SCOPE AND I HAVE A RINGSIDE SEAT!
HOOO BOY! THERE'LL BE A LOT OF BARE POST OFFICE WALLS WHEN THOSE CHARACTERS GET TAKEN OUT OF CIRCULATION!
IT'LL BE LIKE OLD HOME WEEK AT SING SING WHEN YOU CUT-UPS COME MARCHING IN!
WE'LL HAVE TO DISPATCH A DIVER DOWN BELOW TO SEE IF THERE'S ANY TRACE OF DR. OCTOPUS!
IF HE'S ANYWHERE IN THE VICINITY, WE'LL FIND HIM, CHARLIE! BUT, MY GUESS IS THAT HE'S MILES FROM HERE BY NOW!
THAT IS, IF HE SURVIVED THE CAVE-IN!
THAT'S THAT! THIS SQUARES ME WITH FOSWELL! AND IT MAKES UP FOR MY SUSPECTING HIM OF BEING THE CRIME-MASTER*!
NOW TO GET THESE PIX TO JAMESON -- ON THE DOUBLE!
* AS WE SAW A FEW ISSUES AGO -- STAN.
SECONDS LATER, THERE'S FRANTIC JUBILATION IN THE CITY ROOM OF THE DAILY BUGLE....!
THE MASTER PLANNER GANG CAPTURED -- THE IDENTITY OF THE LEADER REVEALED -- AND MY PAPER HAS THE STORY FIRST!
THAT'S GREAT, FOSWELL! I KNEW YOU COULD DO IT!
BETTER NOT PRAISE HIM TOO MUCH -- HE'S LIABLE TO HIT ME FOR A RAISE!
BUT YOU SHOULD HAVE GOTTEN PICTURES! IF ONLY WE HAD PHOTOS!
AND, SPEAKING OF PHOTOS...
HE MUST HAVE THE STORY BY NOW! HE'LL BE HUNGRY FOR MY PHOTOS!
DARN LEG IS STILL ACHING! I OUGHT TO STAY OFF IT!
OH! THERE'S PETER! I'VE BEEN HOPING TO -- BUT WHAT'S WRONG WITH HIS LEG?? HE'S BEEN HURT!
PETER! PETER -- WAIT! IT'S ME -- BETTY! I WANT TO TALK TO YOU...!
OH NO! NOT NOW! I DON'T WANT TO HAVE TO FACE HER NOW!
16

PETER! YOUR FACE! WHAT HAPPENED TO IT??
NOTHING MUCH! I JUST HAD A TOUGH TIME GETTING A NEW SET OF NEWS PHOTOS FOR JAMESON!
SOMETIMES A GUY'S LUCK JUST RUNS OUT!
BUT THERE'S NO NEED TO MAKE A FEDERAL CASE OUT OF IT! SELLING PHOTOS IS IMPORTANT TO ME -- I NEED THE EXTRA MONEY! AND, IF I HAVE TO GET SLAPPED AROUND ONCE IN A WHILE, IT'S PART OF THE JOB!
I'M NOT COMPLAINING! AND I'M NOT QUITTING MY WORK, EITHER!
HEARING PETER'S GRIMLY-SPOKEN WORDS HAS A DRAMATIC EFFECT ON BETTY BRANT... AN EFFECT HE KNEW IT WOULD HAVE! HER MIND RACES BACK TO HER BROTHER -- THE BROTHER WHOM SHE LOVED, BUT LOST -- BECAUSE HE TOO WOULDN'T GIVE UP THE DANGEROUS LIFE HE WANTED TO LEAD!
ONCE BEFORE I LOST SOMEONE -- SOMEONE WHO MEANT THE WORLD TO ME -- BECAUSE HE WANTED TO LIVE DANGEROUSLY!
I COULDN'T BEAR THAT HEART-BREAK AGAIN! I COULDN'T BEAR TO LOSE ANOTHER! IT'S TOO MUCH TO ASK -- TOO MUCH FOR A GIRL TO HAVE TO ENDURE!
PETER! PETER! WHY DO YOU HAVE THAT STUBBORN STREAK?? WHY CAN'T YOU STICK TO YOUR STUDIES? WHY MUST YOU ALWAYS CRAVE ACTION??
NOW, MORE THAN EVER, I REALIZE I'M NO GOOD FOR BETTY -- I NEVER WILL BE! IF SHE FEELS THIS WAY ABOUT PETER PARKER -- HOW WOULD SHE REACT IF SHE LEARNED ABOUT SPIDER-MAN?!!
NOW LISTEN, FOSWELL... STAY AT HEADQUARTERS IN CASE ANYTHING ELSE BREAKS! THIS IS THE SCOOP OF THE YEAR, AND I WANT TO MILK IT FOR ALL IT'S WORTH!
WHAT HAPPENED TO YOU, PARKER? YOU LOOK LIKE SOMETHING THE CAT DRAGGED IN!
I'M NOT HERE TO ENTER A BEAUTY CONTEST, MISTER JAMESON! I'VE GOT SOMETHING FOR YOU!
WELL? WHAT DO YOU EXPECT -- A BRASS BAND? LET'S SEE!
I'LL CALL YOU LATER, FOSWELL!
17

MAYBE YOU WOULDN'T BE INTERESTED IN THESE PIX-- THEY'RE ONLY A COMPLETE SERIES SHOWING THE ENTIRE CAPTURE OF THE MASTER PLANNER'S GANG!
PLUS, SOME SHOTS I MANAGED TO GET OF SPIDER-MAN ON THE SCENE!
IT'S TRUE, THEN! THERE IS A SANTA CLAUS!
DON'T JUST STAND THERE, MY BOY! GIVE THEM TO ME! THERE'S STILL TIME TO MAKE THE FRONT PAGE! EVERY SECOND COUNTS! LET ME HAVE THEM!
WHOA! WE HAVEN'T AGREED ON A PRICE YET!
WE CAN SETTLE YOUR PAYMENT LATER! YOU KNOW HOW GENEROUS I AM!
YEP! THAT'S WHY WE'LL SETTLE IT NOW!
I'VE GOT TO COLLECT ENOUGH TO PAY AUNT MAY'S MEDICAL EXPENSES--AND TO GET MY MICROSCOPE AND OTHER EQUIPMENT OUT OF HOCK!
I WANT A HUNDRED DOLLARS EACH--OR I'LL PEDDLE THEM ELSEWHERE!
IT'S HIGHWAY ROBBERY! YOU'RE TAKING ADVANTAGE OF MY WARM HEART--MY GENEROSITY!
HE DOESN'T REALIZE THEY'RE WORTH TWICE AS MUCH!
BUT I'LL TAKE THEM--JUST BECAUSE I LIKE YOU!
OKAY THEN, KEEP LIKING ME ENOUGH TO GIVE ME A CHECK RIGHT NOW--'CAUSE I CAN USE THE DOUGH!
WHAT'S GOTTEN INTO PARKER? HE USED TO BE A REAL LITTLE MILKTOAST! WHO WISED HIM UP?
HERE'S YOUR CHECK! I'LL PROBABLY GO BROKE THROWING AWAY MY MONEY SO CARELESSLY!
COME OFF IT, J.J.! COMPARED TO YOU, EVEN SCROOGE WAS A RECKLESS, DEVIL-MAY-CARE SPENDTHRIFT!
SHORTLY THEREAFTER, AT THE HOSPITAL...
IT'S TIME FOR THE DECISION ABOUT AUNT MAY NOW!
I-I'M ALMOST AFRAID TO FIND OUT! BUT I MUST!
UHHH--MY LEG! IT'S ACHING MORE THAN EVER NOW!
BUT THIS IS NO TIME TO WORRY ABOUT THAT!
PARKER!
TELL ME, DOC--WHAT ABOUT MY AUNT? ARE THE TESTS COMPLETED? IS SHE--IS SHE--??
WE'LL KNOW IN A FEW MINUTES, SON! THE LAST CHECK IS BEING MADE RIGHT NOW!
BUT, WHAT HAPPENED TO YOU? YOU'D BETTER LET ME LOOK AT YOU!
18

I'M OKAY, DOC.! I JUST MIXED IT UP WITH A FEW OTHER FELLAS, THAT'S ALL! NOTHING WORTH MENTIONING!
WHY NOT LET ME BE THE JUDGE OF THAT? JUST OPEN YOUR SHIRT, PARKER, AND I'LL HAVE A LOOK AT YOU!
I CAN'T FLATLY REFUSE WITHOUT AROUSING HIS SUSPICIONS!
A FEW MINUTES LATER...
YOU SEEM SOUND ENOUGH, BUT YOU'RE ON THE VERGE OF COMPLETE EXHAUSTION! YOU SHOULD BE IN BED!
I AM PRETTY TIRED, DOC -- BUT I'VE JUST GOT TO FIND OUT ABOUT AUNT MAY, FIRST!
LUCKY FOR ME HE DIDN'T WANT TO CHECK MY BLOOD!
HERE, DRINK THIS, SON! IT'LL RELAX YOU A BIT -- AND REMEMBER -- GET SOME REST AS SOON AS POSSIBLE!
DOC, ONCE I LEAVE HERE, NOBODY'LL HAVE TO TELL ME TWICE!
DOCTOR -- WE HAVE THE FINAL SERIES OF TEST RESULTS ON MAY PARKER! WILL YOU LOOK AT THEM NOW?
OF COURSE! COME WITH ME, MY BOY!
THIS IS IT!
GOOD NEWS! THE SERUM HAS STOPPED THE BLOOD DETERIORATION! THE REPORTS ARE ALL FAVORABLE!
WITH LUCK, WE EXPECT HER TO PULL THRU!
I DIDN'T LET YOU DOWN THIS TIME, AUNT MAY! I DIDN'T FAIL YOU!
SHE'S MOVING!
PETER...
19

IT'S ALL RIGHT, AUNT MAY! YOU'RE GOING TO BE WELL AGAIN! EVERYTHING IS FINE!
PETER...
SHE DROPPED OFF TO SLEEP AGAIN! SHE'S RESTING MUCH EASIER NOW! THE CRISIS HAS PASSED!
SHE'D NEVER HAVE MADE IT, IF NOT FOR THAT SERUM WHICH SPIDER-MAN BROUGHT US!
I WONDER WHERE HE FITS IN TO ALL THIS?
I DON'T KNOW, DOC-- BUT, MAYBE HE'S NOT QUITE AS BAD AS SOME PEOPLE THINK HE IS!
WELL, AT ANY RATE, YOU'D BETTER GO HOME AND GET SOME REST YOURSELF!
I THINK I'LL BE ABLE TO-- NOW!


THAT PETER PARKER CERTAINLY IS A NICE BOY!
HE'S SINCERE--WELL-MANNERED--AND DEVOTED TO HIS AUNT!
TOO BAD THERE AREN'T MANY MORE YOUNG MEN LIKE THAT!
TOO BAD SOMEONE LIKE HIM CAN'T BE AN IDOL FOR TEEN-AGERS TO IMITATE...
... INSTEAD OF SOME MYSTERIOUS, UNKNOWN THRILL-SEEKER LIKE-- SPIDER-MAN!

NEXT ISSUE:
THE RETURN OF...
KRAVEN, THE HUNTER!
'NUFF SAID!!

STAN LEE PRESENTS
THE LIVING LEGEND
IN THE LATTER DAYS OF 1940, AS THE ENTIRE WORLD TEETERED ON THE BRINK OF GLOBAL WAR, THERE AROSE A MAN UNLIKE ANY OTHER--
--A MAN OF COURAGE AND STRENGTH AND PRINCIPLE... A MAN OF PEACE, CAUGHT UP IN A WAR AGAINST A MENACE WHICH THREATENED TO DESTROY FREEDOM AND QUASH LIBERTY...
...A MAN WHO PERSONIFIED TRUTH AND JUSTICE AND ALL THE HOPES OF MANKIND!
THEY CALLED HIM CAPTAIN AMERICA! THIS IS HIS STORY...
ROGER STERN WRITER
JOHN BYRNE ARTIST
JOE ROSEN LETTERER
BOB SHAREN COLORIST
JIM SALICRUP EDITOR
JIM SHOOTER EDITOR-IN-CHIEF
(SPECIAL THANKS TO JOE RUBINSTEIN, INKER OF TODAY!)

JUNE, 1941... WASHINGTON, D.C.
IN THE OVAL OFFICE OF THE WHITE HOUSE, PRESIDENT FRANKLIN DELANO ROOSEVELT HAS CANCELED ALL APPOINTMENTS, FORCING CONGRESSMEN AND V.I.P.'S ALIKE TO WAIT WHILE HE RECEIVES A VERY NONDESCRIPT VISITOR...
...A YOUNG COURIER FROM G-2, THE INTELLIGENCE ARM OF THE DEPARTMENT OF THE ARMY.
WELL, SON, LET'S GET ON WITH IT! I HAVE THE EDITOR OF THE WASHINGTON POST COOLING HIS HEELS OUTSIDE-- AND I'M SURE I'LL HEAR ABOUT IT IN TOMORROW'S HEADLINES!
YES, SIR... I'M SORRY, SIR!
OH, THAT'S ALL RIGHT! I'VE DEVELOPED A FAIRLY THICK SKIN AS FAR AS BAD PRESS IS CONCERNED!
YES, SIR. AS PER YOUR REQUEST, THIS IS THE FULL AND COMPLETE DOSSIER ON OPERATION: REBIRTH!
THIS IS IT?
YOU KNOW, SON, SOMETIMES I DESPAIR. THIS WAS ONE OF THE MOST AMBITIOUS TOP-SECRET PROJECTS IN THE NATION'S HISTORY...
OPERATION: REBIRTH
...AND IT CAME TO SUCH A TRAGIC END! BUT, I WANTED TO LEARN MORE ABOUT REBIRTH'S TEST SUBJECT... THIS YOUNG LAD, STEVE ROGERS. HMM... I SEE HERE--
"-- THAT HE GREW UP ON THE LOWER EAST SIDE OF NEW YORK CITY! EVIDENTLY, MUCH OF HIS YOUTH WAS SPENT--
OPERATION: REBIRTH
"--TRYING TO HELP HIS FAMILY MAKE ENDS MEET DURING THE DEPTHS OF THE DEPRESSION. OH... I SEE...
"...HIS FATHER DIED WHEN HE WAS STILL A CHILD, AND HIS MOTHER HAD TO STRUGGLE JUST TO KEEP HER SON AND HERSELF FED.
"STILL, DESPITE THEIR DEPRIVATION, STEVE KEPT UP WITH HIS SCHOOLING, AND BECAME A VORACIOUS READER... ESPECIALLY OF FANTASY!
"GIVEN THE STATE OF HIS REALITY, I CAN WELL UNDERSTAND WHY!"
"AH, IT SEEMS THAT THE BOY ALSO HAD A NATURAL TALENT FOR ART. BUT HE KEPT HIS LOVE OF ART, AND OF BOOKS, A SECRET TO AVOID TAUNTS AND BEATINGS AT THE HANDS OF HIS PEERS.

"AS THE DEPRESSION WORE ON, TIMES BECAME INCREASINGLY DIFFICULT FOR THE ROGERS' HOUSEHOLD. SARAH ROGERS TOOK IN LAUNDRY... AND TAXED HERSELF TO THE LIMIT TO PROVIDE FOR HER SON.
"BUT TIME AND HARDSHIP EVENTUALLY TOOK ITS TOLL, AND AS STEVEN ENTERED HIS LATE TEENS, HIS MOTHER PASSED ON--
"--A VICTIM OF PNEUMONIA.
"OUT ON HIS OWN, YOUNG ROGERS MANAGED TO FIND A CHEAP BOARDING HOUSE AND TOOK A JOB AS A DELIVERY BOY. IT WAS NOT AN EASY LIFE, NOR A VERY GOOD ONE...
"...BUT SOMEHOW, HE SURVIVED.
"AND THEN, ONE DAY, WHILE TRYING TO ESCAPE INTO THE FANTASY WORLD OF THE MOVIES, STEVE ROGERS ENCOUNTERED AN EVEN HARSHER REALITY--
"--IN NEWSREEL FOOTAGE OF THE NAZI WAR MACHINE IN ITS RELENTLESS MARCH ACROSS A WAR-TORN EUROPE!"
THOSE NEWSREELS... IT'S AWFUL... AWFUL! IT'S AS IF HALF THE WORLD HAS GONE MAD!
BIJ
THE SEA HAWK
ERROL FLYNN
NEWS
PAPERS
TOBBACO
IF THE NAZIS AREN'T STOPPED SOON, THERE WON'T BE A FREE MAN LEFT ALIVE ANYWHERE! I HAVE TO DO SOMETHING... I HAVE TO!
"HOWEVER..."
SON, ARE YOU SURE YOU'VE BEEN CLASSIFIED 1-A?
NO, SIR! THEY WOULDN'T DRAFT ME! THAT'S WHY I'M VOLUNTEERING! I HATE WAR AND SENSELESS BLOODSHED, BUT I KNOW WHAT THE NAZIS ARE DOING IN EUROPE.
IT'S JUST A MATTER OF TIME BEFORE THE UNITED STATES IS INVOLVED IN THE WAR, AND I CAN'T STAY BEHIND WHILE OTHERS DO THE FIGHTING!
A
EOPI
I'M SORRY, SON, BUT YOU'RE MUCH TOO FRAIL FOR MILITARY SERVICE!
BUT YOU JUST HAVE TO PASS ME! THERE MUST BE SOMETHING I CAN DO!
I COULDN'T HELP OVERHEARING, SON, I'M GENERAL PHILLIPS... ARE YOU REALLY SERIOUS ABOUT WANTING TO TAKE PART IN THE BIG PICTURE?
I AM, SIR! I'LL DO ANYTHING--ANYTHING!

"IT MUST HAVE BEEN KISMET! IN STEVE ROGERS, GENERAL PHILLIPS HAD FOUND THE IDEAL TEST SUBJECT FOR OPERATION: REBIRTH.
"WITHIN MINUTES, ROGERS WAS ON A PLANE, SPEEDING TOWARDS WASHINGTON. AND, AS NIGHT FELL, HE WAS TAKEN TO A SMALL CURIO SHOP ON A LITTLE-KNOWN CAPITAL SIDE STREET.
ANTIQUES and COLLECTIBLES
"I CAN WELL IMAGINE THE SURPRISE ROGERS FELT UPON ENTERING THAT MOLDERING OLD STOREFRONT..."
AGENTS L-7 AND X-9 REPORTING, AGENT R! THE PASSWORD IS "EAGLE!"
HALT! IDENTIFY YOURSELVES OR DIE!
WE HAVE "THE VISITOR" WITH US.
ENTER AND LOCK THE DOOR BEHIND YOU!
I-I DON'T GET IT! HOW CAN SUCH AN IMPORTANT PROJECT BE HOUSED IN A SMALL SHOP LIKE THIS? NOTHING I'VE SEEN SO FAR SEEMS TO MAKE SENSE!
IN WORK SUCH AS OURS, THINGS ARE SELDOM WHAT THEY SEEM.
WHY...YOU... YOU'RE NOT--! THAT IS...I THOUGHT--!
FORGIVE THE THEATRICS. I ASSURE YOU, THEY ARE QUITE NECESSARY.
"IT MUST HAVE BEEN A NIGHT FULL OF SURPRISES FOR OUR YOUNG 'VISITOR.' AS AGENT R STOOD GUARD, ROGERS WAS CONDUCTED UP A NARROW FLIGHT OF STAIRS, THROUGH A HIDDEN DOORWAY, AND INTO ONE OF THE MOST ADVANCED BIOCHEMICAL LABORATORIES IN THE FREE WORLD."
IT...IT'S AMAZING! LIKE SOMETHING OUT OF H.G. WELLS!
GET USED TO IT, ROGERS. YOU'RE GOING TO BE SPENDING SOME TIME HERE.
"AND THEN..."
WELCOME TO OPERATION: REBIRTH, MR. ROGERS. I'M DR. ANDERSON, THE DIRECTOR OF PROJECTS... AND THIS IS OUR HEAD SCIENTIST, PROFESSOR REINSTEIN!
REINSTEIN? WHY, THAT'S DR. ABRAHAM ERSKINE, THE FAMOUS BIOCHEMIST!
BUT I THOUGHT HE'D DIED LAST SPRING IN AN AUTO CRASH!
THAT IS WHAT WE WANTED THE WORLD TO BELIEVE, MY BOY!
IT LOOKS LIKE THE SECURITY BOYS WERE RIGHT TO KEEP YOU UNDER WRAPS, ABRAHAM. YOUR FACE IS TOO RECOGNIZABLE...THE REINSTEIN CODE-NAME DIDN'T FOOL YOUNG ROGERS FOR A MINUTE!
STEVEN, WE HAVE TO LEVEL WITH YOU... OUR EXPERIMENT MIGHT GIVE YOU A STRONG NEW BODY. BUT IT MIGHT KILL YOU!
I'M WILLING TO FACE THOSE CONSEQUENCES, SIR.
VERY WELL, THEN... WE SHALL BEGIN OUR WORK AT ONCE!

"OVER THE NEXT FEW WEEKS, ROGERS WAS PUT THROUGH A GRUELING SERIES OF TESTS TO DETERMINE THE EXACT LIMITS OF HIS PHYSICAL ABILITIES--WHILE DR. ERSKINE WORKED ON HIS SECRET TISSUE-BUILDING SERUM!
"AND THEN, THAT DAY ARRIVED WHEN ANDERSON BURST IN ON THE GENERAL AND MYSELF WITH THE NEWS..."
THE CHEMICAL IS PERFECTED, GENTLEMEN--AND I SUGGEST THAT WE PROCEED AT ONCE!
THEN THE TIME HAS COME AT LAST!
THERE IS NOTHING MORE TO BE SAID. I WISH YOU ALL GOD-SPEED!
"CHANGING TO CIVILIAN CLOTHING, GENERAL PHILLIPS AND UNDER-SECRETARY SIMMS WERE CONDUCTED TO THE HIDDEN LABORATORY BY DR. ANDERSON HIMSELF.
"AND WHEN THEY ARRIVED, A MAN WHOSE CREDENTIALS IDENTIFIED HIM AS SPECIAL AGENT CLEMSON WAS ALREADY THERE...
"...WAITING!"
"AND, WHILE THE DIGNITARIES ASSEMBLED IN THE OBSERVATION CHAMBER, TWO ROOMS AWAY, DR. ERSKINE WAS MAKING SOME FINAL PREPARATIONS."
STEVEN, MY BOY, ONCE I INJECT YOU WITH THE DILUTE SOLUTION OF MY SERUM, THERE CAN BE NO TURNING BACK!
I...WOULD NOT BLAME YOU IF YOU WISHED TO BACK OUT NOW. THIS COULD COST YOU YOUR LIFE!
SIR, GOOD MEN FROM POLAND TO GREAT BRITAIN HAVE BEEN PUTTING THEIR LIVES ON THE LINE. CAN I DO ANY LESS?
LET'S GET ON WITH IT!
I BELIEVE YOU ARE THE BRAVEST YOUNG MAN I HAVE EVER MET!
THIS WILL STING FOR JUST A MOMENT, THEN YOU WILL FEEL A SLIGHT DIZZINESS.
"THEN, ERSKINE LED HIS SUBJECT INTO THE MAIN LABORATORY..."
GENTLEMEN, THIS DISTINGUISHED YOUNG VOLUNTEER HAS ALREADY BEEN INJECTED WITH MY SECRET SERUM--
--HE IS NOW READY TO TAKE THE ORAL FORM OF THE COMPOUND!
YOU MUST DRINK THIS QUICKLY, BEFORE THE CHEMICALS LOSE THEIR POTENCY. GOOD LUCK, MY BOY!

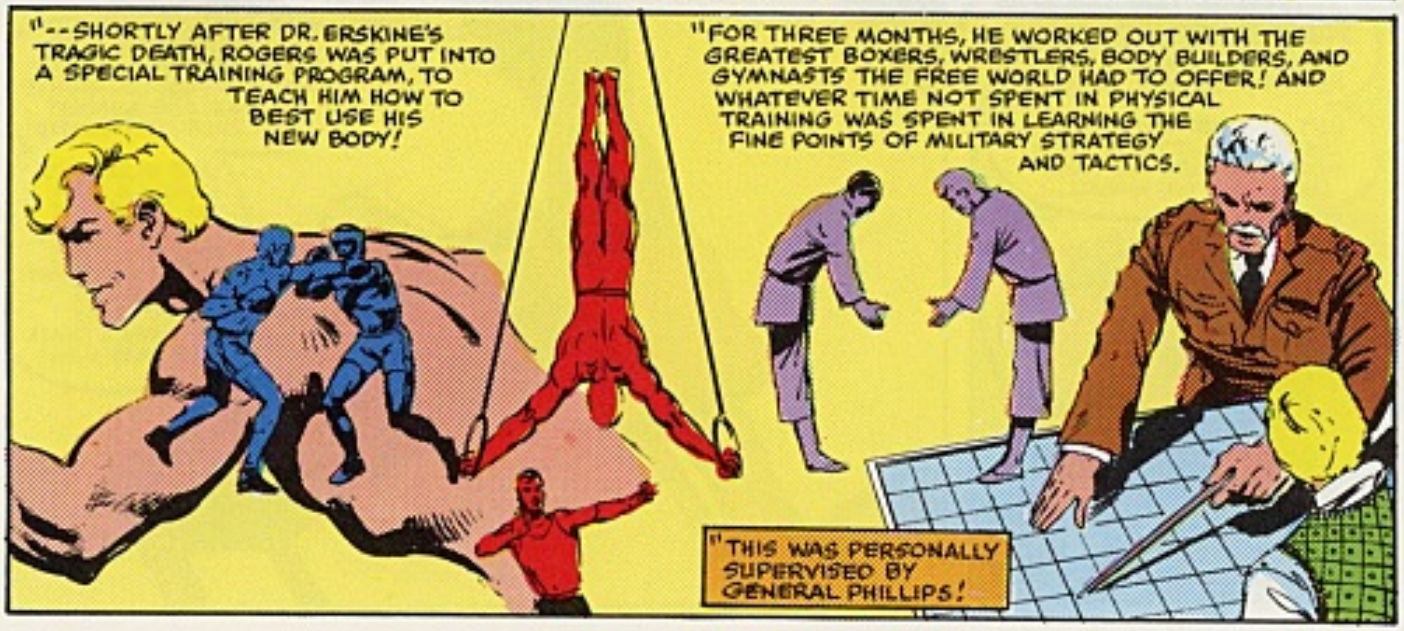
GENTLEMEN, IF WE HAVE ERRED, ROGERS WILL BE DEAD WITHIN SECONDS, FOR HE IS DRINKING THE STRONGEST CHEMICAL POTION YET CREATED BY MAN!
BUT, IF WE SUCCEED, IF HE LIVES, HE WILL BE THE FIRST OF AN ARMY OF FIGHTING MEN SUCH AS THE WORLD HAS NEVER SEEN!
HIS REFLEXES, HIS PHYSICAL CONDITION WILL BE SECOND TO NONE! AND HIS COURAGE...
...WELL HIS COURAGE HAS ALREADY BEEN PROVEN!
NOW, YOU SHALL SEE HOW I SPEED UP THE SERUM'S PROCESS--AND HOW IT WILL AFFECT ROGERS' BODY TISSUE!
OBSERVE! I AM BOMBARDING HIS BODY WITH POTENT, INVISIBLE VITA-RAYS!
ONCE THE PROCESS IS COMPLETED, THE FRAIL YOUNG MAN WHO STOOD BEFORE YOU WILL BE FRAIL AND SICKLY NO LONGER!
INSTEAD, HIS EVERY BODY CELL WILL SURGE WITH NEW POWER, NEW VIGOR, NEW VITALITY!
YAARRGH!
E-EVERYTHING IS SPINNING AROUND! I...FEEL LIKE I'M BLACKING OUT...BUT...I... MUST...HANG ON!
IT'S WORKING! DON'T GIVE UP, SON! HOLD ON! THIS IS THE MOMENT OF CRISIS! YOU MUST SURVIVE IT!
I...I CAN FEEL POWER SURGING THROUGH ME! MY BODY'S GETTING LARGER --STRONGER!
IT'S AS IF MILLIONS OF CELLS WERE FORMING AT INCREDIBLE SPEED!
IN A MATTER OF MINUTES--I'VE ACTUALLY BECOME A NEW MAN!

I...I HAD HOPED IT WOULD WORK, BUT I NEVER IMAGINED IT WOULD BE... LIKE THIS! IT'S... A MIRACLE!
YES, A MIRACLE OF SCIENCE! THINK WHAT THIS WILL MEAN TO OUR NATION! THINK WHAT IT CAN ONE DAY MEAN TO THE WORLD! MY SERUM WILL VIRTUALLY WIPE OUT DISEASE...WEAKNESS...INFIRMITY!
STEVEN, YOU HAVE BECOME A NEARLY PERFECT HUMAN BEING!
ANDERSON, THIS IS PHENOMENAL! WE MUST GET THE SERUM MASS-PRODUCED AT ONCE!
"BUT THEN, IN THE MIDST OF SUCCESS, TRAGEDY STRUCK!"
NO! ERSKINE AND HIS ACCURSED EXPERIMENT SHALL BOTH DIE IN THAT ROOM!
KRAK
NONE SHALL LIVE TO OPPOSE THE FUEHRER'S THIRD REICH!
STEVEN...MY FORMULA, MY PROCESS CAN NEVER BE TOTALLY DUPLICATED!
BUT YOU... YOU STILL LIVE! YOU... MUST ALWAYS BE WORTHY!
DR. ERSKINE!
IT...IT'S TOO LATE! HE'S GONE!
CRASH
YOU! YOU'RE THE ONE WHO DID THIS! YOU'RE THE ONE WHO FIRED THE SHOT!
I WAS TO BE THE FIRST, BUT NOW THERE ARE NONE BUT ME TO PERPETUATE DR. ERSKINE'S DREAM!
AS LONG AS I LIVE, I'LL DEDICATE MYSELF TO THE CAUSE OF FREEDOM-- TO DESTROY THE ENEMIES OF LIBERTY!
BAH! LIKE ALL FREEDOM-LOVING FOOLS, YOU ONLY TALK, WHILE WE NAZIS ACT!
NOW YOU SHALL SHARE THE DOCTOR'S FATE!
NO! YOU'LL NOT STOP ME NOW! I SHALL FIGHT--I MUST FIGHT--FOR ALL THOSE WHO MIGHT HAVE BEEN!

"IN A MATTER OF MINUTES, THE GLEAMING HOPE OF *OPERATION: REBIRTH* CAME TO AN ABRUPT END.
"THE SECRET OF THE SUPER-SOLDIER SERUM APPARENTLY DIED WITH DR. ERSKINE, WHO HAD NEVER COMMITTED THE FULL FORMULA TO PAPER.
"AS FOR 'AGENT CLEMSON,' A MAN WE LATER IDENTIFIED AS NAZI ASSASSIN *HEINZ KRUGER*... HE, TOO, PAID THE FINAL PRICE.
"KNOCKED INTO THE VITA-RAY DEVICE'S *ELECTRICAL OMNI-VERTER* POWER SOURCE BY ROGERS' PUNCH, HE SCRAMBLED TO FREE HIMSELF--
"--AND IN DOING SO, HE GRABBED HOLD OF THE OMNI-VERTER'S HIGH-VOLTAGE TERMINALS ...AND WAS INSTANTLY ELECTROCUTED!
"THE SUPER-SOLDIER SERUM WORKED... ROGERS WAS LIVING PROOF OF THAT! BUT WE COULD NEVER PRODUCE ANOTHER MAN LIKE HIM..."

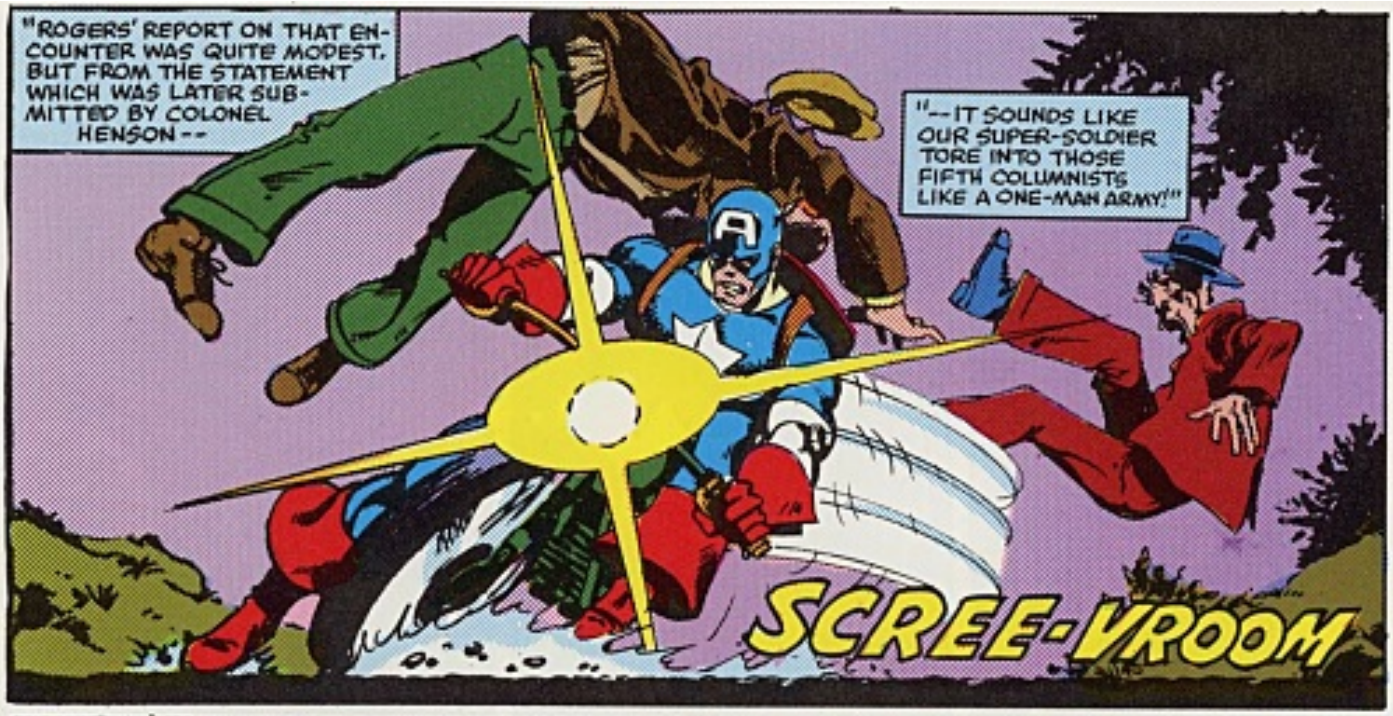
...AND SO ENDED OUR BOLD EXPERIMENT.
THE WORLD IS POORER FOR THE LOSS OF ABRAHAM ERSKINE!
YES, SIR. BUT HE DID LEAVE US AN IMPORTANT LEGACY--

--IN THE "REBORN" STEVE ROGERS. AS YOU KNOW, ACTING UPON GENERAL PHILLIPS ADVISEMENT, ROGERS BECAME THE CORNERSTONE OF... *PROJECT: SUPER-SOLDIER!*
AS *THIS* DOSSIER SHOWS, MR. PRESIDENT--
PROJECT: SUPER-SOLDIER
TOP SECRET


"--SHORTLY AFTER DR. ERSKINE'S TRAGIC DEATH, ROGERS WAS PUT INTO A SPECIAL TRAINING PROGRAM, TO TEACH HIM HOW TO BEST USE HIS NEW BODY!
"FOR THREE MONTHS, HE WORKED OUT WITH THE GREATEST BOXERS, WRESTLERS, BODY BUILDERS, AND GYMNASTS THE FREE WORLD HAD TO OFFER! AND WHATEVER TIME NOT SPENT IN PHYSICAL TRAINING WAS SPENT IN LEARNING THE FINE POINTS OF MILITARY STRATEGY AND TACTICS.
"THIS WAS PERSONALLY SUPERVISED BY GENERAL PHILLIPS!

"AND THEN, IN MARCH OF THIS YEAR..."
WELL, STEVE, I SUPPOSE YOU'VE BEEN WONDERING JUST WHAT WE'VE HAD IN MIND FOR YOU... WHAT WITH ALL OF THIS TRAINING.
I ASSUMED THAT YOU WERE GROOMING ME FOR SOME SORT OF TOP-SECRET SPECIAL MISSION, SIR.
YES, A VERY SPECIAL MISSION! YOU SEE, THE NAZIS HAVE A SPECIAL AGENT WHO IS CURRENTLY SPREADING TERROR ACROSS THE FACE OF EUROPE!
HE'S CALLED... THE RED SKULL! AND IT'S RUMORED THAT SOME MEMBERS OF THE NAZI HIGH COMMAND FEAR HIM EVEN MORE THAN THEY DO HITLER!
THE SKULL HAS COME TO PERSONIFY THE EVIL OF NAZISM. WE DESPERATELY NEED AN AGENT WHO IS HIS OPPOSITE... A MAN WHO WILL BE A LIVING SYMBOL OF LIFE AND LIBERTY!
AND... YOU WANT ME TO BE THAT MAN?
YES, STEVE... WE DO. IN THIS PACKAGE, YOU'LL FIND A UNIFORM SPECIALLY DESIGNED FOR YOU... TRY IT ON!
I... REALIZE THAT THIS IS AN AWESOME RESPONSIBILITY, STEVE. YOU'RE BEING ASKED TO REPRESENT AMERICA, TO BOTH HER PEOPLE AND THE WORLD.
BUT WE NEED YOU TO INSPIRE THE PUBLIC... TO GIVE THEM HOPE THROUGH THE DARK DAYS THAT LIE AHEAD.
THEN I PRAY THAT I'M EQUAL TO THE TASK, GENERAL! THIS LAND OF OURS MAY HAVE SEEN SOME HARD TIMES, AND MAYBE IT HASN'T ALWAYS LIVED UP TO THE PROMISE OF THE FOUNDING FATHERS...
...BUT AMERICA AT ITS BEST HAS ALWAYS STOOD FOR THE RIGHTS OF MAN, AND AGAINST THE RULE OF TYRANTS!
AND IF AMERICA NEEDS A MAN TO STAND FOR HER PRINCIPLES, TO BATTLE THE FORCES OF TYRANNY--THEN, AS GOD IS MY WITNESS, I SHALL BE THAT MAN!

"ROGERS GOT HIS FIRST CHANCE TO LIVE UP TO THAT PLEDGE JUST THREE NIGHTS LATER...WHEN, ON A DESERTED BACK ROAD IN THE MARYLAND COUNTRYSIDE--
"--AS A HIGH-RANKING COLONEL WAS BEING DRIVEN TO A TOP-SECRET MILITARY INSTALLATION..."
BLAM
WUP·WUP·WUP·WUP
IT'S A BLOW-OUT, SIR! I'LL GET IT CHANGED AS SOON AS--HUH?!
THE ROADWAY'S BEEN COVERED WITH SOME SORT OF SPIKED BARBS!
HOLD IT RIGHT THERE, SOLDIER! ONE MOVE AND YOU WON'T LIVE TO SEE THE DAWN!
BAH! DO NOT WASTE YOUR TIME WITH THE ENLISTED MAN!
HUH?!
YES! SILENCE HIM AND SEIZE THE COLONEL--HE IS THE ONE WE WANT!
WAIT A MINUTE! YOU CAN'T--WHUNNGH!
DO NOT TELL US WHAT WE CANNOT DO!
YOU ARE COMING WITH US, COLONEL HENSON! THE FATHERLAND WISHES TO LEARN WHAT YOU KNOW!
EH?
VRRRRROOOM
THAT NOISE... WHAT--?
YOU'RE NOT TAKING ANYONE ANYWHERE, NAZI!
MEIN GOTT!


"ROGERS' REPORT ON THAT ENCOUNTER WAS QUITE MODEST. BUT FROM THE STATEMENT WHICH WAS LATER SUBMITTED BY COLONEL HENSON--
"--IT SOUNDS LIKE OUR SUPER-SOLDIER TORE INTO THOSE FIFTH COLUMNISTS LIKE A ONE-MAN ARMY!"
SCREE-VROOM

DROP THAT TOMMY-GUN, MISTER-- DROP IT!
YOU FELLOWS DON'T LISTEN VERY WELL, DO YOU? IF YOU'RE NOT GOING TO DROP THE GUN, I'LL HAVE TO DROP YOU!
WHUNK

LOOKS LIKE THAT TIP WHICH ARMY INTELLIGENCE RECEIVED, ABOUT A POSSIBLE ATTEMPT TO KIDNAP COLONEL HENSON, WAS ON THE UP-AND-UP AFTER ALL!
FOR THE LAST SEVERAL MILES, I'D THOUGHT THIS EVENING WAS GOING TO YIELD ME NOTHING MORE THAN A NICE RIDE IN THE NIGHT AIR!
:OOK!
:ERK!
:WHU!

IT IS NOT POSSIBLE! THE MAN ISN'T HUMAN!
:YUNNNK!
THAT'S WHERE YOU'RE WRONG!
I'M TOTALLY HUMAN! BUT I'M FIGHTING FOR A CAUSE... A DREAM! AND THAT MAKES ALL THE DIFFERENCE!

VERDAMMT FOOL! WE FIGHT FOR A CAUSE, AS WELL -- THE CAUSE OF THE THIRD REICH!
YES, BUT YOUR CAUSE ISN'T A DREAM... IT'S A NIGHTMARE!
PTANG
PTING
BUDA-BUDA
AND DON'T FLATTER YOURSELF BY THINKING THAT YOU CAN STOP ME WITH THAT CHATTER-GUN!

IT WON'T DO YOU ANY MORE GOOD THAN IT DID YOUR PARTNER!
WUMP
BUDA-BUDA-BUDA

NOW, WHERE'S THAT LEADER OF YOURS?
NO, HE MUSTN'T CAPTURE ME! I MUST GET BACK TO BUND HEADQUARTERS, AND REPORT THIS TO MY SUPERIORS!

YOU'RE NOT GOING ANYWHERE, FRITZ!
WHUU--?!
WHIZZZ

YOU'RE NOT CAUSING ANY MORE TROUBLE TONIGHT!
WHAP
EEESH!

THAT... THAT WAS THE MOST AMAZING DISPLAY OF HAND-TO-HAND COMBAT I'VE EVER SEEN!
THANK YOU, SIR, BUT I WAS JUST DOING MY JOB...KEEPING YOU AND THE NATION SAFE!
YOU CERTAINLY DO YOUR JOB VERY WELL, SON. BUT WHO IN BLAZES ARE YOU?!
WHO I AM DOESN'T MATTER, SIR... BUT YOU CAN CALL ME CAPTAIN AMERICA!
AND NOW, IF YOU'LL EXCUSE ME, I THINK G-2 WILL WANT TO ASK THIS GENTLEMAN SOME QUESTIONS!
COLONEL? WHO WAS THAT MASKED MAN?
LIKE HE SAID, CORPORAL, IT DOESN'T MATTER!
"TWENTY-FOUR HOURS LATER, ALARMED BY THE FAILURE OF THEIR ATTACK SQUAD TO REPORT IN, MAJOR NAZI BUND LEADERS MET IN A SECLUDED NEW YORK WAREHOUSE--
"--WITH A RECENT ARRIVAL FROM OVERSEAS!"
THE FUEHRER WILL NOT BE PLEASED BY THIS FAILURE!
W-WE QUITE UNDERSTAND, HERR KLEIN-SCHMIDT. WE CAN'T FIGURE OUT WHAT WENT WRONG!
HOWEVER, WE HAVE HEARD RUMORS OF SOME NEW GOVERNMENT SUPER-AGENT--!
KRASH
AND HERE'S WHERE THOSE RUMORS GET CONFIRMED!

STOP HIM! HE'S ONLY ONE MAN!
YOU BUNDISTS DISGUST ME! YOU'RE NATIVE-BORN AMERICANS, MOST OF YOU... YET YOU'D SELL OUT YOUR OWN COUNTRY TO THE MOST HORRIFIC TYRANT EVER TO WALK THE EARTH!
BOP
WHAM
I'LL HOLD HIM, YOU-- UNNHHH!
KRAK
NOBODY HOLDS CAPTAIN AMERICA-- ESPECIALLY WHEN I'VE GOT MY EYES SET ON A GOAL...
...LIKE YOU, MR. NAZI AGENT!
NOBODY MOVE! THIS IS THE F.B.I.!
BLAZES, McCLOSKEY, I FIGURED WE'D HAVE A REAL BATTLE ON OUR HANDS, BUT IT LOOKS LIKE CAP'S TAKEN MOST OF THE FIGHT OUTTA THEM!
OPEN UP THE DOORS AND TELL O'BRIEN TO BRING THE WAGON AROUND!
NO, WAIT! THE HEAD BUND LEADER IS STILL RUNNING AROUND FREE!
NO GOOD! THE FEDERAL BOYS CAN'T HEAR ME... THERE'RE TOO MANY ECHOES IN THIS WAREHOUSE!
GOT TO GET TO HIM BEFORE HE CAN ESCAPE OUT THE DOUBLE DOORS!

WELL! I'M IN LUCK...IN HIS PANIC, HE RAN RIGHT PAST A POSSIBLE ESCAPE ROUTE!
I'M CALLING A HALT TO THIS BEFORE SOME INNOCENT BYSTANDER GETS HURT!
COME ON, MISTER, ALL YOU CAN DO NOW IS SURRENDER! NOTHING IN THAT PILE OF SCRAP METAL WILL HELP YOU.
YOU THINK SO, DO YOU?
WHAT'S GOING ON IN HERE?
"THE YOUNG NEWSPAPERMAN'S SHOUT MIGHT HAVE DISTRACTED ANOTHER MAN, BUT NOT CAPTAIN AMERICA! HOWEVER..."
THE MINIONS OF THE THIRD REICH SHALL NEVER FALL! THE REICH SHALL LAST A THOUSAND YEARS!
HEIL HITLER!
HE TELEGRAPHED THAT SWING BY A MILE! IT WAS EASY TO DUCK, BUT HE CAUGHT ONE OF THE WING-TIPS OF MY MASK...KNOCKED IT AJAR!
HEY! YOU WITH THE MASK...HOLD IT!
SORRY, NO TIME FOR THAT NOW!
THAT WAS CLOSE!
IT WOULDN'T DO FOR MY FACE TO BE PHOTOGRAPHED...THAT WOULD DESTROY MY EFFECTIVENESS AS AN ANONYMOUS SYMBOL!
I HAVE TO GIVE SOME THOUGHT TO REDESIGNING MY MASK, SO THIS CAN'T HAPPEN AGAIN!
THIS IS THE LAST OF THEM, AGENT McCLOSKEY!
THANKS FOR THE HELP, CAP! IF WE HAD A FEW MORE AGENTS LIKE YOU, WE COULD REDUCE ESPIONAGE BY A THIRD!
"THE INFORMATION GATHERED IN THAT RAID DEALT A SEVERE BLOW TO NAZI FIFTH COLUMN ACTIVITIES, MR. PRESIDENT..."

--AND HELPED CAPTAIN AMERICA TO SHUT DOWN A NUMBER OF SPY RINGS! IT'S ALL THERE IN THE DOSSIER.
MARVELOUS! I'M GRATIFIED TO SEE THAT THE ACTIVITIES OF OUR CAPTAIN HAVE BEEN SO WELL DOCUMENTED. THIS ENTRY, FOR EXAMPLE--
"--DEALING WITH THE ATTEMPTED THEFT OF A NEW BOMB-SIGHT FROM THE GRUMMAN AIRCRAFT PLANT!
"THREE AXIS AGENTS HAD GAINED ENTRY, DISGUISED AS ARMED FORCES PERSONNEL.
"BUT..."
YOU MIGHT HAVE FOOLED THOSE GUARDS AT THE GATE, BUT YOU DIDN'T FOOL ME, 'MAJOR!'
EVEN IF I HADN'T BEEN TAILING YOUR LITTLE CREW FOR THESE PAST THREE HOURS...THOSE SHOES YOU'RE WEARING WOULD HAVE BEEN A DEAD GIVEAWAY!
THEY'RE HARDLY REGULATION FOOTWEAR!
=ACH!=
AND AS FOR THESE PHONY 'AIDES' OF YOURS--!
BAM
WUD
"IN LESS THAN A MINUTE, CAPTAIN AMERICA HAD ENDED ALL ENEMY RESISTANCE AND DISAPPEARED INTO THE NIGHT, LEAVING THREE BEDRAGGLED SPIES BEHIND FOR THE MILITARY POLICE TO CART AWAY.

"TWO WEEKS LATER, AT ANOTHER IMPORTANT INSTALLATION..."
LIBERTY SHIP-YARDS
QUICKLY... BEFORE ANYONE SEES YOU!
DO NOT WORRY, MY FRIEND, BY THE TIME ANYONE IS AROUND TO SEE ANYTHING, IT WILL BE TOO LATE!
VERY WELL... IN HERE! HURRY!
"SECONDS LATER..."
THERE, THE EXPLOSIVE CHARGE IS IN PLACE! WHEN THE ASSEMBLY LINES START TO RUN TOMORROW, THIS ENTIRE FACTORY WILL BE LEVELED!
AH... AH... AH...
YES? WHAT IS IT?
"AND FINALLY, JUST LAST WEEK, FOLLOWING INFORMATION GATHERED BY THE F.B.I. AND G-2, CAPTAIN AMERICA STOPPED ONE OF THE MOST INCREDIBLE PLOTS EVER SET IN MOTION AGAINST THIS NATION IN PEACETIME--
"--THE ATTEMPTED DESTRUCTION OF BOULDER DAM!"
"DISGUISED AS MAINTENANCE MEN, THREE SABOTEURS WERE CAUGHT RED-HANDED, SETTING HIGH-EXPLOSIVE CHARGES IN THE MIGHTY TURBINE GENERATORS OF THE DAM'S HYDRO-ELECTRIC PLANT!
"AGAINST AMERICA'S SUPER-SOLDIER--
"--THEY NEVER HAD A CHANCE!
WAMM
"WERE IT NOT FOR CAPTAIN AMERICA, THIS NATION WOULD HAVE LOST AN IMPORTANT SOURCE OF WATER AND ELECTRICAL POWER. WE OWE THAT MAN A GREAT DEAL--"

--AND I HAVE LITTLE DOUBT THAT, BEFORE THE INTERNATIONAL AFFAIRS OF MAN ARE ONCE AGAIN PUT IN ORDER, WE WILL BE EVEN MORE IN HIS DEBT!
WELL, WHEN DO I GET TO MEET OUR SUPER-SOLDIER?
RIGHT AWAY, SIR!
CAPTAIN--!
THE DOOR TO THE OVAL OFFICE SWINGS WIDE, AND...
GOOD MORNING, MR. PRESIDENT. THIS IS A GREAT HONOR!
YOUR FIRE-SIDE CHATS ON THE RADIO HAVE BEEN AN INSPIRATION TO US ALL.
THANK YOU, SON, BUT I DARE SAY I'M NOT THE ONLY ONE PRESENT IN THIS OFFICE WHO'S BEEN AN INSPIRATION.
AS A MATTER OF FACT, I'VE READ MORE ABOUT YOU IN THE PAPERS LATELY, THAN I HAVE ABOUT ME!
GOOD THING THIS ISN'T AN ELECTION YEAR, EH?
I SEE THAT ARMY ORDNANCE HAS FINALLY MADE THE ALTERATIONS IN YOUR UNIFORM.
YES, SIR, MR. PRESIDENT. I WON'T HAVE TO WORRY ABOUT LOSING MY MASK IN BATTLE ANY LONGER...AND THE ADDED DURALUMIN CHAIN-MAIL PROVIDES EXCELLENT PROTECTION FOR MY NECK!
YES, WELL, I HAVE ANOTHER LITTLE ADDITION FOR YOUR BATTLE GEAR.
A NEW SHIELD! IT'S...MAGNIFICENT! IT'S MUCH LIGHTER THAN MY OLD SHIELD. AND WITH ITS DISCUS-LIKE SHAPE, I'LL BE ABLE TO HURL IT TWICE AS FAR!
IT SHOULD BE AS EFFECTIVE AN OFFENSIVE WEAPON AS A DEFENSIVE ONE! I ASSUME IT'S AS BULLETPROOF AS MY OLD SHIELD?
EVEN MORE SO! IN FACT, I'M TOLD THAT THE METAL IN THE SHIELD HAS SOME INCREDIBLE PROPERTIES.
IF ONLY THE METALURGICAL ACCIDENT WHICH PRODUCED IT COULD BE DUPLICATED...
AH, BUT THIS IS NO TIME FOR RE-CRIMINATIONS! CAPTAIN, ARE YOU READY FOR THE SECOND PHASE OF PROJECT: SUPER-SOLDIER?
SIR, I'M READY FOR ANYTHING.
SPLENDID! THE ARMY HAS DEVISED A PLAN TO ENABLE YOU TO MOVE ABOUT IN SECRET, BUT STILL BE CLOSE BY FOR SPECIAL MISSIONS. WE'RE GOING TO GIVE YOU A COVER IDENTITY...

JULY, 1941... CAMP LEHIGH.
STEVE ROGERS... NOW PRIVATE STEVE ROGERS... ADJUSTS TO THE ROUTINE OF ARMY BOOT CAMP...
ROGERS, YOU MEATHEAD, IS THAT THE ONLY POSITION YOU KNOW?
NO, SIR. WHAT POSITION DO YOU WANT?
NO TALKING AT ATTENTION! I DO THE TALKING! NOW...
...PARAAADE REST!
OWWW! NOT ON MY FOOT, YOU @☆xx!@!x IDJIT!
UH-OH.
@XX☆!!@XX! WHY? WHY, OF ALL THE SERGEANTS IN THIS MAN'S ARMY, DID I GET STUCK WITH A FUMBLE-BUTT LIKE YOU?!
GEE, I DON'T KNOW, SARGE. I...
ROGERS
SHADDAP!
JUST THEN...
HEY, SARGE! COLONEL FEENEY WANTS TO SEE YA OVER AT H.Q.
YEAH? THANKS, BARNES!
YOU GET OFF LUCKY THIS TIME, ROGERS!
DIS-MISSED!
SGT. DUFFY IS REALLY AN ALL-RIGHT JOE. I HATE TO GIVE HIM A HARD TIME, BUT THE PENTAGON WANTS ME TO PLAY THE CLUMSY RECRUIT... SO NO ONE WILL SUSPECT ME OF BEING CAPTAIN AMERICA.
I'D STAY OUTTA HIS WAY FOR A WHILE, STEVE! HE'S GONNA BE EVEN MADDER WHEN HE FINDS OUT THERE AIN'T NO COLONEL FEENEY!
WHAT? THERE ISN'T?
NAW! I JUST FIGURED YOU COULD USE A BREATHER FROM THAT CHEWIN' OUT, AND HE WON'T PICK ON ME! HECK, EVER SINCE MY OLD MAN DIED IN BASIC TRAINING, AND I WAS ADOPTED AS CAMP MASCOT, I CAN GET AWAY WITH JUST ABOUT ANYTHING!
WELL, I APPRECIATE THE FAVOR, BUCKY, C'MON, AND I'LL BUY YOU A COKE AT THE P.X.
GEE, THANKS, STEVE! SAY, DIDJA READ THE LATEST ABOUT CAPTAIN AMERICA?
2ND INF BN
NO. WHAT'S HE UP TO NOW?
HE BROKE UP ANOTHER NEST OF NAZI SPIES!
BOY, WOULDN'T IT BE GREAT TO HAVE A GUY LIKE HIM AROUND?
AW, WHO NEEDS 'IM, BUCK? YOU'VE GOT ME, HAVEN'T YOU?
WOTTA GUY! YOU'RE ALWAYS CLOWNIN', STEVE!
POST COURIER
CAPTAIN AMERICA NABS SPY RING

BUT ONE NIGHT, JUST A FEW MONTHS LATER, YOUNG JAMES BUCHANAN BARNES STUMBLED ACROSS ONE OF HIS NATION'S MOST GUARDED SECRETS, AND CHANGED HIS LIFE FOR ALL TIME!
PLEDGING TO KEEP STEVE'S SECRET, BUCKY UNDERWENT MONTHS OF INTENSIVE TRAINING, BECOMING CAP'S PARTNER IN THE WAR AGAINST TYRANNY!
THEN CAME THAT AWFUL DAY... DECEMBER 7TH, 1941. AND AMERICA WAS TRULY AT WAR!
BEFORE THE YEAR HAD ENDED, CAP AND BUCKY FOUND THEMSELVES ALLIED WITH A GROUP OF POWERFUL BEINGS... A SUPER-TEAM WHICH WINSTON CHURCHILL DUBBED THE INVADERS!
FOR FOUR INCREDIBLE YEARS, THEY BATTLED THE NAZI MENACE--
--IN ALL OF ITS BIZARRE FORMS!

THEN, IN THE WAR'S FINAL DAYS, TRAGEDY STRUCK AGAIN! WHILE TRYING TO STOP A RUNAWAY, EXPERIMENTAL DRONE PLANE, CAP AND BUCKY WERE CAUGHT ON THE SPEEDING CRAFT AS IT HEADED OUT OVER THE NORTH ATLANTIC.
SUDDENLY, THE PLANE EXPLODED! BUCKY WAS KILLED INSTANTLY, BUT CAP WAS THROWN CLEAR OF THE EXPLOSION, PLUNGING INTO ICY ARCTIC WATERS.
THERE, THROUGH A FREAK ACCIDENT, HE WAS FROZEN INTO A STATE OF SUSPENDED ANIMATION. DECADES PASSED...
...AND FINALLY, CAP'S BODY WAS FOUND BY A NEW SUPER-TEAM WHICH HAD COME INTO BEING... A TEAM CALLED THE AVENGERS!
THEY VIEWED THEIR FIND WITH AWE, FOR MANY OF THE AVENGERS HAD FOUND INSPIRATION IN THE HISTORY-MAKING EXPLOITS OF THIS RED-WHITE-AND-BLUE LEGEND!
AND THEY WERE EVEN MORE AWED TO DISCOVER THAT CAP WAS NOT DEAD! THE LEGEND LIVED! AND HE SOON TOOK HIS PLACE AMONG THEM, OFTTIMES AS LEADER!
BUT STILL, EVEN AS AN AVENGER, HE WAS A MAN DECADES OUT OF TIME. AND IN THE MONTHS THAT FOLLOWED, STEVE ROGERS STROVE TO FIND A PLACE FOR HIMSELF IN THIS BRAVE NEW WORLD.
HE STROVE... AND SEARCHED... AND SUCCEEDED.

TODAY.
THE SKIES ARE STILL DARK, AND DAWN IS MANY HOURS AWAY FOR NEW YORK CITY.
HERE, IN THIS APARTMENT HOUSE AT 569 LEAMAN PLACE, IN BROOKLYN HEIGHTS, ALL IS SILENT...
...AS A FOURTH FLOOR WINDOW IS SUDDENLY OPENED FROM THE OUTSIDE BY A RED-GAUNTLETED HAND.
CAPTAIN AMERICA HAS COME HOME!
WHAT A DAY! AM I BEAT!
I COULD REALLY USE A FULL NIGHT'S SLEEP, BUT AS STEVE ROGERS, I HAVE A SET OF AD STORYBOARDS TO FINISH BY MORNING.
DEADLINES ARE THE BANE OF A FREELANCE ARTIST'S LIFE. BUT... AW, I HAVE TO GET THE WORK DONE. I GAVE MY WORD I'D TURN IT IN ON TIME!
I'LL JUST TURN ON THE TUBE FOR A LITTLE BACKGROUND NOISE...
...AND HERE ARE THE FINAL NEWS HEADLINES. TROUBLE CONTINUES IN THE MIDEAST AT THIS HOUR... THE WALL STREET INDEX WAS OFF ANOTHER FIVE POINTS TODAY...
LET'S SEE, WHERE DO I START?
BOY, IT'S SO HARD AT TIMES, LIVING TWO LIVES. AND I'M SO TIRED... IS IT REALLY WORTH IT?
...AND FIVE THOUSAND LIVES WERE SAVED TONIGHT WHEN CAPTAIN AMERICA AVERTED A PANIC AT MADISON SQUARE GARDEN! THIS NOW COMPLETES OUR BROADCAST DAY.
O-OH! SAY, CAN YOU SEE, BY THE DAWN'S EARLY LIGHT, WHAT SO PROUDLY WE HAILED AT THE TWILIGHT'S LAST GLEAMING? WHOSE BROAD STRIPES AND BRIGHT STARS, THRO' THE PERILOUS FIGHT--
--O'ER THE RAMPARTS WE WATCHED WERE SO GALLANTLY STREAMING? AND THE ROCKET'S RED GLARE, THE BOMBS BURSTING IN AIR, GAVE PROOF THRO' THE NIGHT THAT OUR FLAG WAS STILL THERE.
OH! SAY, DOES THAT STAR-SPANGLED BAN-NER YET WAVE O'ER THE LAND OF THE FREE... AND THE HOME OF THE BRAVE!
IT'S WORTH IT.
AND THE LEGEND STILL LIVES ON...
...AND THE DREAM NEVER ENDS!

When lame Dr. DONALD BLAKE strikes his wooden walking stick upon the ground, it becomes the mystic mallet MJOLNIR—and Blake is transformed into the Norse God of Thunder, Master of the Storm and the Lightning, Heir to the Throne of Immortal Asgard...

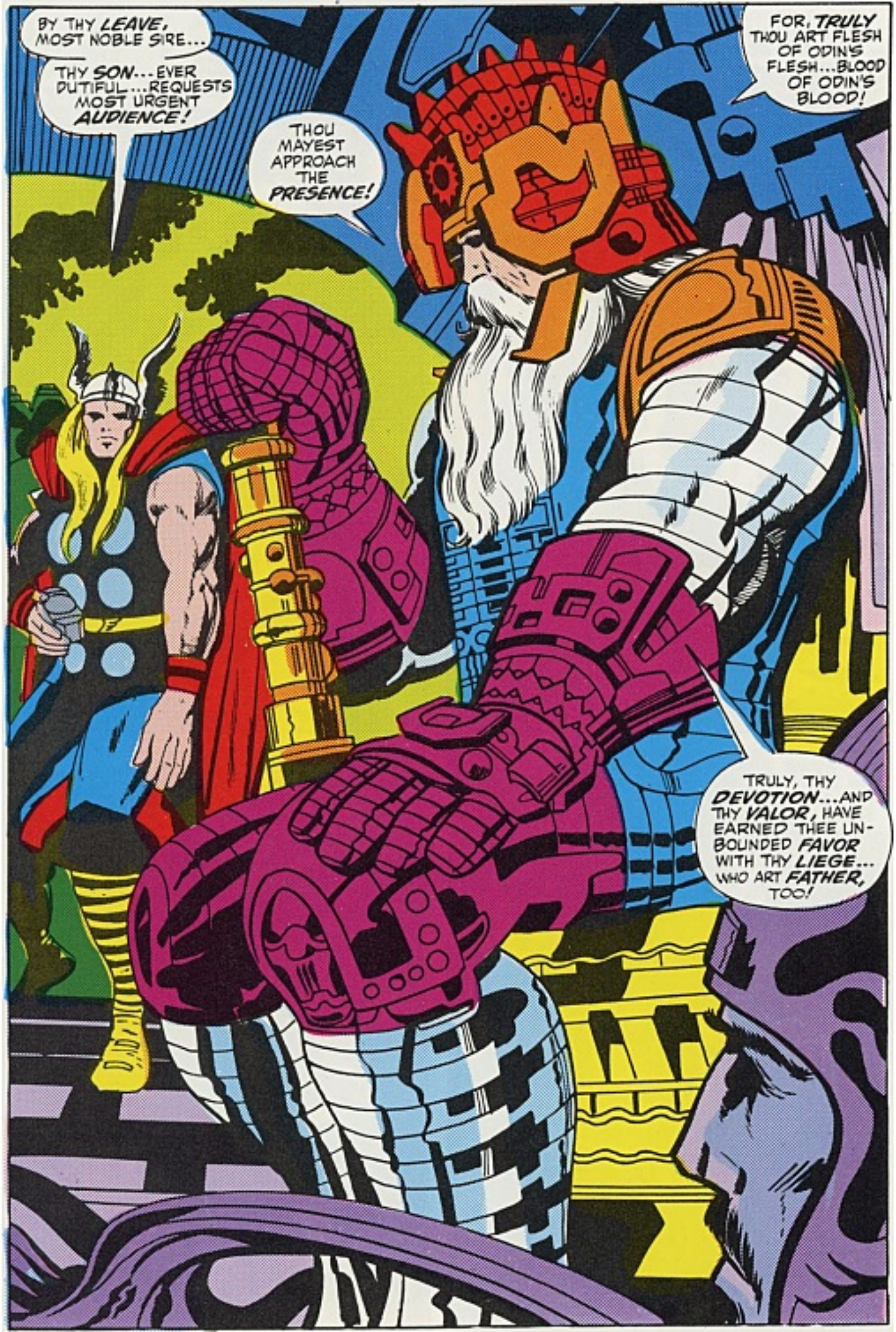
Stan Lee PRESENTS: THE MIGHTY THOR!™

WHO IS THE REAL DON BLAKE?
THE ANSWER AT LAST!
THAT WAS A FINE BIT OF SURGERY, DOCTOR BLAKE!
YOUR HAND IS AS SKILLFUL AS IT EVER WAS.
IF ONLY ALL MY QUESTIONS.. ALL MY DOUBTS... COULD BE ALSO SOLVED WITH A SURGEON'S SCALPEL!
A STAN LEE JACK KIRBY PRODUCTION
INKING: VINCE COLLETTA
LETTERING: SAM ROSEN

WE HAVEN'T SEEN YOU HERE FOR QUITE A WHILE, DOCTOR?
HAVE YOU BEEN AWAY ON VACATION?
EH, YES... YOU MIGHT SAY SO!
IF ONE CAN CALL LIFE-AND-DEATH BATTLE WITH MANGOG, IN FAR-OFF ASGARD ... IN ORDER TO PREVENT THE COMING OF RAGNAROK ...A VACATION!
YOU LOOK TIRED, BLAKE! IT TAKES A LOT OUT OF YOU TO PERFORM DELICATE SURGERY AFTER A LONG LAY-OFF!
I SUGGEST YOU TRY TO GET SOME REST BEFORE YOUR NEXT OPERATION!
HE'S RIGHT! I AM TIRED... MORE TIRED THAN HE CAN SUSPECT!
BUT NOT FROM WHAT I'VE DONE... HERE ON EARTH!
I'LL TAKE HIS ADVICE!
IT'LL GIVE ME THE CHANCE I NEED... TO THINK!
TO THINK OF ANSWERS ...TO QUESTIONS I'VE BEEN AFRAID TO ASK!
.. SUCH AS THE HAUNTING QUESTION OF... WHO I REALLY AM?
MY LIFE AS THOR BEGAN A FEW SHORT YEARS AGO... WHEN I FOUND THE ENCHANTED HAMMER!
BUT THOR HAS LIVED FOR AGES!!
SO, WHO WAS THOR BEFORE I FOUND THE MYSTIC MALLET??
...AND, WHO WAS DR. BLAKE??

SLOWLY, ALL EARTHLY THOUGHTS DISSOLVE AND FADE, AS THE MIGHTY THOR APPEARS ON BIFROST, THE LEGENDARY RAINBOW BRIDGE TO FABLED ASGARD...
HAIL, TRUSTY HEIMDALL!
HAIL, PRINCE OF ASGARD!
HOW STANDS THE GOLDEN REALM?
THE THRONE ENDURES!
THE SCEPTER GLEAMS!
THEN ALL IS WELL!
THUS SHALL IT EVER BE!
MOMENTS LATER, THE ROYAL WARRIOR ENTERS THE GREAT GOLDEN GATES, TO BEHOLD ONCE MORE THE WONDER AND THE MAJESTY OF THE REALM ETERNAL...
GREETINGS TO THEE, NOBLE PRINCE! OUR LAND IS RICHER FOR THY PRESENCE!
MY HEART IS GLADDENED BY THY WORDS!
OF ALL THE SIGHTS THE EYE BEHOLDS... NONE CAN MATCH THE SIGHT OF ...HOME!

BUT, IF IT BE HOME TO THOR... WHAT OF THE MORTAL, DONALD BLAKE?
WHY WAS IT HIM WHO DIDST FIND THE HAMMER?
AND... WHAT OF ME? WHERE THEN WAS THOR... UPON THAT FATE-FUL DAY??
EVEN NOW... I FEEL THE GAZE OF EVIL LOKI!
SURELY HE MUST KNOW THE SECRETS THAT I SEEK!
BUT, JUST AS SURELY, NEVER WOULD HE THEM REVEAL... TO THE ONE HE MOST DESPISES!
ONLY HERE CAN I FIND WHAT I SEEK!
HERE... WITHIN THE PALACE ROYAL!
HERE... WHERE EVEN NOW I FEEL THE AWESOME GLOW... THE MATCHLESS MAJESTY... OF HIM WHO RULES THE REALM!


BY THY LEAVE, MOST NOBLE SIRE...
THY SON... EVER DUTIFUL... REQUESTS MOST URGENT AUDIENCE!
THOU MAYEST APPROACH THE PRESENCE!
FOR, TRULY THOU ART FLESH OF ODIN'S FLESH... BLOOD OF ODIN'S BLOOD!
TRULY, THY DEVOTION... AND THY VALOR, HAVE EARNED THEE UNBOUNDED FAVOR WITH THY LIEGE... WHO ART FATHER, TOO!

NO WORDS OF THINE ARE NEEDED!
IN MINE AWESOME OMNISCIENCE, I DO PERCEIVE THY THOUGHTS...
I SENSE WHAT THOU DESIREST!
'TIS KNOWLEDGE THOR DOTH CRAVE!
AND 'TIS KNOWLEDGE THOU SHALT HAVE!
I...I'M AWAKE! I'M DONALD BLAKE AGAIN!
BUT...THERE STILL IS SOMETHING DIFFERENT!
THIS TIME...I'M NOT ALONE!
THERE'S SOMEONE IN MY ROOM!
HAVE FAITH, THOU PUZZLED MORTAL!
THE VEIL SHALL SOON BE LIFTED!
THE VOICE OF... ODIN!!

THE SECRET THOU WOULDST LEARN IS BURIED IN THE PAST... IN FAR OFF NIFFEL-HEIM... WHERE THE STORM GIANTS DWELL!
'TWAS THERE... BEYOND THE KEN OF MORTAL MEMORY... THAT A ROYAL TRUCE WAS SIGNED!
A TRUCE... FORBIDDING ANY OF ASGARDIAN BLOOD ...FROM VENTURING FORTH INTO THE LAND THEY CALLED THEIR OWN!
BUT... WITH THE FOOLHARDINESS OF YOUTH... SOON AFTER THOU DIDST BECOME A MAN...
THOU DARED TO BREAK THE ROYAL TRUCE!!
AND NOW... I LIFT THE VEIL WHICH CLOUDS THY MEMORY... THAT THOU MAY SEE THE PAST...!!

THOUGH THE DEADLY BIRDBEAST HAS FLOWN INTO NIFFEL-HEIM... I SHALL NOT GIVE UP THE HUNT!
SO LONG AS HE DOTH LIVE, THERE CAN BE NO SAFETY FOR ASGARDIAN... OR STORM GIANT ALIKE!
NOW SHALT THE HAMMER OF THOR END THY DAYS OF MURDER AND OF PILLAGE... FORE'ER!

THE DEED IS DONE!
THE THUNDER GOD TRIUMPHANT!
NEVERMORE SHALL ANY FALL PREY TO YONDER LIFELESS TALONS!
WHO DARES TO TREAD UPON FORBIDDEN LAND??
'TIS I, THE SON OF ODIN, WHO HAST DONE FOR THEE GREAT SERVICE!
SILENCE, BASE INTRUDER!
THOU HAST BROKEN THE ROYAL TRUCE!
AND FOR THAT, THE PRICE IS DEATH!

BY THE GOLDEN GATES OF ASGARD..!!
NONE SHALL ATTACK A PRINCE OF THE REALM...
...WITHOUT FEELING THE POWER OF ENCHANTED MJOLNIR!
WHAT?!! A PUNY ASGARDIAN DARES CHALLENGE WE WHO BE GIANTS?!!
THOU MUST BE CRUSHED... LIKE THE INSECT THOU ART!
THOOM!
THOOM!
AVENGE ME, MY BRETHREN!
THE WARRIOR PRINCE MUST FALL!
THOR SHALL NOT FALTER!
FOR ASGARD AND HONOR... I STRIKE!
SO SAYS THE SON OF ODIN!

NOT E'EN THY SIZE CAN GIVE ME PAUSE...
THOUGH THOU BE TRULY LIVING GIANTS... THERE IS SOMETHING BIGGER STILL...
THE MOUNTAIN 'NEATH WHICH THOU DO CHARGE!
THE MOUNTAIN ...WHICH MIGHTY MJOLNIR NOW SHALL SHATTER!
FTAAM
VROOOM!
'TIS DONE! NOW ARE THEY TRAPPED, WITHIN... BUT WAIT!
FROM THE FAR HORIZON... A BALL OF FLAME DOTH LIGHT THE SKY!!
THE BATTLE IS NOT YET ENDED!

OTHER STORM GIANTS STRIKE FROM AFAR!
'TIS SAFER TO USE THEIR DEADLY FIRE TUBES, THAN BRAVE THE WRATH OF THOR IN FACE-TO-FACE ENCOUNTER!
GSSLZZ
HO, SON OF ODIN!
I HAVE FOUND THEE AT LAST!
MOST NOBLE BALDER!
WHAT SPORT NOW LIES IN STORE.. WITH THEE BESIDE ME IN THE FRAY!
NOT SO, MIGHTY THOR!
THOUGH MY LIMBS CRAVE BATTLE, AS SURELY AS DO THINE... I HAVE COME TO LEAD THEE HENCE!
SINCE THE TRESPASS IS THINE...THE WRONG IS THINE, AS WELL!
THOU WOULDST HAVE ME FLEE FROM COMBAT?
I WOULD HAVE THEE HONOR THE TREATY ROYAL!
THOU ART RIGHT, AS EVER, FAITHFUL FRIEND!
MINE HAMMER'S ENCHANTMENT SHALL AFFORD US SAFE PASSAGE!
BUT NOT EVEN MJOLNIR SHALL PROTECT THEE FROM ODIN'S RAGE!

YOU HAVE SHOWN THAT THOR WAS YOUNG... HEADSTRONG... SUPREMELY CONFIDENT OF HIS OWN GODLIKE POWER!
BUT, WHAT HAS THAT TO DO WITH ME?
CANST THOU NOT SEE? THY FATE... AND HIS... ARE ONE AND THE SAME!
BUT STILL YOU SPEAK IN RIDDLES!
HOW DID I ENTER THE PICTURE? AND WHERE WAS HE? WHERE WAS THE ORIGINAL THOR, WHEN I CAME ON THE SCENE??
ONLY YOU CAN TELL ME... FOR I HAVE NO MEMORY OF THOSE EVENTS!
AYE! 'TIS AS ODIN PLANNED IT!
'TWAS NOT SEEMLY FOR THEE TO KNOW... TILL NOW!
THEREFORE, CLEAR THY MIND OF EVERY THOUGHT... AS I TAKE THEE TO THE PAST ONCE MORE...!
FOR THOU MUST RETURN TO ASGARD... TO THE MEMORY OF YON LUSTY, BRAWLING ERA...!
EVER DIDST THOU TEST THY STRENGTH IN ENDLESS JOUSTING... WITH NO MARK OF FEAR OR FAVOR!
THOUGH THOU ART THE GOD OF THUNDER, THE MIGHTIEST ARM OF ALL IS MINE!
THEN LET THE STRENGTH OF THY LIMBS PROVE THE BOASTING OF THY LIPS!

THE WARRIOR'S HEART OF VALIANT VOLSTAGG NOW IS SORELY PAINED!
'TIS I WHO SHOULD BE WAGING COMBAT ...DEFEATING BOTH WITH BUT A SHRUG!
INSTEAD, I FILL MY CUP! THE NECTAR SHALL APPEASE MY BATTLE-HUNGRY BLOOD!
IF THOU WOULDST JOIN THE CONTEST... VOLSTAGG HAS BUT TO ASK!
NAY! 'TWOULD NOT BE FAIR TO THOSE OF SMALLER SIZE!
AHHH, IF THY BATTLE PROWESS COULD BUT MATCH THY FEARLESS WORDS!
SPOP!
I THANK THEE FOR THY COMPLIMENT!
...IF SUCH IT IS!
MIND WHERE THOU ART, THOU BUMBLING OAF!
THY LUMBERING FRAME IS FAR TOO LARGE... THE CHAMBER FAR TOO CROWDED... FOR SUCH AS THEE TO BOW!
ODD'S BLOOD!
WHAT MISHAP HATH BEFALLEN ALL?
THE NEXT MISHAP WILL BE THY HEAD...
AS I REMOVE IT FROM THINE OVERSTUFFED BODY!
GONDOLFF, STAY THY TONGUE!
THOUGH HE BE A CLUMSY KNAVE, STILL IS VOLSTAGG FRIEND TO THOR!

THEN 'TIS AS I SUSPECTED!
WHEN THOU DIDST SEE THAT GONDOLFF HAD THEE BEATEN... THOU SIGNALLED VOLSTAGG, TO END THE CONTEST!
BUT NOW HATH THE GOD OF THUNDER O'ER-STEPPED HIMSELF!
BY LAW OF ASGARD... NOW MUST THOU ADMIT THY BASE DECEPTION!
I CALL THEE LIAR!
THE VICTORY WAS MINE! I DID BUT TOY WITH THEE!
THEN, LET OUR STEEL DECIDE!
I HAVE COMRADES A'PLENTY TO STRIKE FOR GONDOLFF!
THOR HATH BUT FEW...
BUT WE BE MORE THAN ENOW! FOR, WE BE HOGUN THE GRIM...
AND FANDRAL THE DASHING...
...AND VOLUMINOUS VOLSTAGG, WHOSE VERY NAME MAKES ARMIES TREMBLE!
WHILST THOU DO BATTLE YONDER...
VOLSTAGG SHALL SEEK OUT COWARDS WHO MAY BE HIDING BELOW!

THUNDER GOD, LEAD ON!
SO! THOU WOULDST TRADE STEEL WITH ASGARD'S FINEST!
BETTER THOU HADST TENDED TO THINE ARM WRESTLING!
NOW, FOR CERTAIN, THOU ART FAIR OUT-CLASSED!
HOW IS IT POSSIBLE?
THERE ARE BUT THREE OF THEM... AGAINST A HORDE OF GONDOLFF'S ALLIES!
YET, 'TIS WE WHO ARE THE SMITTEN... 'TIS WE WHO NOW FALL BACK!
I SAY ENOW!
THE VOICE OF ODIN! HE BIDS ME HALT!

THOU, WHO ARE CALLED BLAKE... NOW HEED MY WORDS!
NOW SHALL COME THE ANSWER... WHICH THOU SEEKEST..!
LET THY MEMORY RETURN ...TO THAT FATEFUL MOMENT... WHEN I SUMMONED THEE ...
THOU DIDST CALL ME, SIRE?
AYE, GOD OF THUNDER!
THOU ART THE FAVORED SON OF ODIN! THOU ART BRAVE BEYOND COMPARE, NOBLE AS A PRINCE MUST BE!
THY STRENGTH IS LEGEND! THINE HONOR, UNSULLIED! AND YET... I FIND THEE WANTING!
SORELY GRIEVED AM I, MY FATHER!
WHEREIN HAVE I FAILED??
THOU ART LACKING IN... HUMILITY!
THOUGH THOU ART SUPREME IN THY POWER, AND THY PRIDE... THOU MUST KNOW WEAKNESS... THOU MUST FEEL PAIN!
THUS, THOU SHALT LEAVE THE GOLDEN REALM ...AND SHED THY GODLY TRAPPINGS!
BUT, SUCH LESSON CAN NE'ER BE LEARNED BY THUNDER GOD!
THOU HAST CONJURED UP A VISION!
WHAT WORLD IS THAT, MY LIEGE?
'TIS KNOWN AS EARTH... WHERE FRAGILE MORTALS DWELL!
AND THERE SHALT THOU RESIDE... AND THERE SHALT THOU LEARN THAT NONE CAN BE TRULY STRONG UNLESS THEY BE TRULY HUMBLE!

NO LONGER ART THOU GOD OF THUNDER!
NOR SHALL MJOLNIR SERVE THEE NOW!
THY MEMORY, TOO, SHALL I STRIP BARE!
THEN GO... FOR LIFE ANEW AWAITS THEE!
IT ALL COMES BACK TO ME NOW!
MY FIRST MEMORIES... THAT DAY I FOUND MYSELF UPON THE CAMPUS... OF THE STATE COLLEGE OF MEDICINE!
I INTRODUCED MYSELF...AS DONALD BLAKE!
THE NAME SOUNDED SO RIGHT...SO PROPER ...I WAS STRANGELY UNAWARE THAT I HAD NEVER KNOWN OF IT BEFORE!
THE REGISTRAR'S OFFICE IS IN BUILDING "A", SECOND FLOOR, BLAKE!
THANK YOU!
I REALIZE NOW ...IT WAS BECAUSE OF ODIN'S ENCHANTMENT ...THAT I NEVER THOUGHT OF YESTERDAY...NEVER SUSPECTED THAT BLAKE HAD NO PAST!

EVEN MY INJURED LEG HAD AN ODINIAN PURPOSE... TO TEACH ME THAT ANY HANDICAP CAN BE ENDURED... AND OVER-COME!
AND SO I STUDIED... AND WORKED... AND FINALLY TRIUMPHED..!
DONALD BLAKE BECAME ...A SURGEON!
THOU DIDST TREAT THE SICK, AND THE AFFLICTED!
THOU DIDST WALK AMONGST THE WEAK... AND GIVE THEM STRENGTH!
YET, EVER WERT THOU SON OF ODIN... THOUGH THOU KNEW IT NOT!
'TWAS I WHO PLACED THY HAMMER IN AN EARTHLY CAVE ...SO THOU WOULDST ONE DAY FIND IT!
AND FIND IT THOU DIDST... WHEN THY LESSON HAD BEEN LEARNED!
THE LESSON OF ...HUMILITY!
THEN THAT WAS WHY MY MARRIAGE TO JANE FOSTER COULD NEVER BE!
THAT WAS WHY I COULD NEVER RENOUNCE MY GODLY HERITAGE!
THOUGH IN SPIRIT I AM DONALD BLAKE...
'TIS THOR THAT I HAVE EVER BEEN!
GOD OF THUNDER ...NOW, AND FORE'ER!!
SO BE IT!

THE MIGHTY THOR!™

THE WRATH OF THE WRECKER!

THE CITY ENDURES... TEEMING WITH LIFE, VIOLENCE, HATRED, AND LOVE!
YET, FALLIBLE AND FRAIL AS YON MORTALS MAY BE... THE THUNDER GOD SHALL WATCH O'ER THEM! SUCH IS MY PROMISE ...SUCH IS MY FATE!
PRODUCED and PRESENTED BY
STAN LEE and JACK KIRBY
THE TITANS OF THRILLS!
DELINEATED BY BILL EVERETT EARL OF EMBELLISHMENT
LETTERED BY SAM ROSEN LORD OF LEGIBILITY
REFEREED BY IRVING FORBUSH CALIPH OF CONFUSION

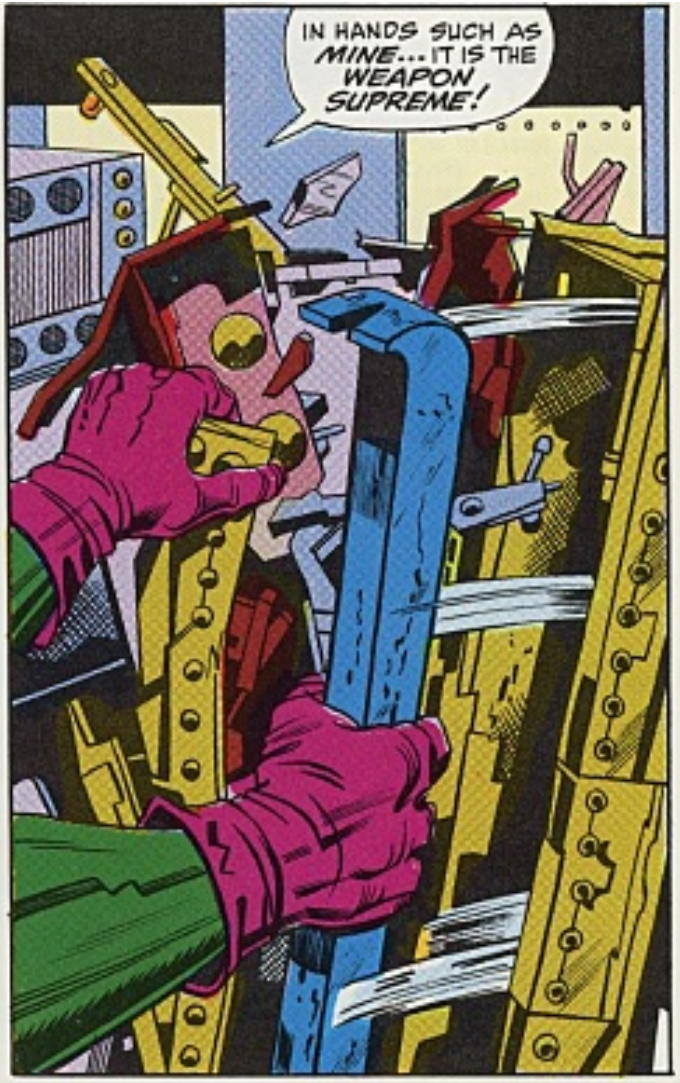
NEVER HAS THE CITY BEEN MORE TENSE... NEVER HAVE THE PEOPLE BEEN MORE FEARFUL---MORE DIVIDED!
FOR, TRUE HAPPINESS DOTH SEEM TO ELUDE THEM ALL...THE RICH, THE POOR...THE WHITE, THE BLACK!
YET, SUCH IS THE NATURE OF LIFE... FOR NOT E'EN THE GODS THEMSELVES KNOW TRUE CONTENTMENT!
BUT HOLD! WHAT DO I HEAR FROM YON WINDOW BELOW?
---ALTHOUGH POLICE HAVE CAPTURED THE GUNMAN, HIS FAMOUS VICTIM IS IN CRITICAL CONDITION!
ONLY A MADMAN WOULD HAVE SHOT PEDRO LUIS LOPEZ!
IF HE DIES, THE ENTIRE CITY WILL BE UP IN ARMS!
I HAVE HEARD OF THIS MAN, LOPEZ!
HE IS AMONG THE MOST DEDICATED... THE MOST BELOVED OF ALL THOSE WHO CRUSADE FOR CIVIL RIGHTS!
SUCH A MAN WOULD BE SORELY MISSED! SUCH A MAN MUST NOT FIND DEATH BEFORE HIS TIME!
IF HIS CONDITION BE NOT HOPELESS, THEN I DO SWEAR---HE SHALL NOT DIE!
2.

WHAT SAD AND GRIEVOUS TIMES ARE THESE...
WHEN THE COURSE OF HISTORY MAY BE ALTERED BY A SINGLE SHELL!
AL HOSPITAL
WHAT NOW IS NEEDED IS NOT THE POWER OF A WARRIOR GOD...
BUT THE MEDICAL SKILL OF DR. DONALD BLAKE!
QUICKLY, NURSE... WHERE IS THE PATIENT, LOPEZ?
DR. BLAKE! HE HAS ALREADY BEEN TAKEN TO SURGERY!
BUT...IF WE HAD KNOWN THAT YOU WERE AVAILABLE...
I AM AVAILABLE! I JUST PRAY THAT...I AM NOT TOO LATE!
3.

SECONDS LATER---
SORRY FOR THIS SEARCH, DOCTOR---BUT WE CAN TAKE NO CHANCES!
BLAKE! THANK HEAVEN THAT YOU'RE HERE!
---THE BULLET IS LODGED PRECARIOUSLY CLOSE TO HIS HEART!
GENTLEMEN, IF I MAY BE ALLOWED TO ASSIST?
ASSIST? YOU'RE THE ONLY MAN ALIVE WITH SKILL ENOUGH TO DO THE JOB!
I'VE ALWAYS WONDERED, BLAKE--- ABOUT YOUR LONG, UNEXPLAINED ABSENCES!
I SUPPOSE IT'S THE STRAIN OF YOUR WORK! AFTER AN OPERATION SUCH AS THIS, YOU'VE GOT TO GET AWAY!
YES, DOCTOR... SOMETIMES... I HAVE TO GET AWAY!
BUT NOW...ALL THAT MATTERS IS...THE PATIENT!
YOU'VE GOT TO SAVE HIM! IF HE DIES---THE CITY WILL BE TORN BY RIOTS!
I WOULD FIGHT TO SAVE HIM EVEN IF HIS PASSING WOULD BE UNNOTICED BY A SINGLE MAN!
HE IS A HUMAN BEING... AND AS SUCH, HIS LIFE IS SACRED!
4

MEANWHILE, IN STILL ANOTHER HOSPITAL, IN UPSTATE NEW YORK, GRIM-FACED MEN TENSELY GUARD ANOTHER PATIENT--- PERHAPS THE MOST DANGEROUS ONE ON EARTH---!
IT'S IMPOSSIBLE! WE CAN'T KEEP HIM UNDER SEDATION FOREVER!
WE HAVE TO! IF THE TRANQUILIZERS EVER WEAR OFF...WE'VE HAD IT!
THIS IS A JOB FOR THE ARMY ...NOT US!
THEY'RE WORKING ON IT NOW... TRYING TO FIND SOME SORT OF ISOLATED ISLAND THEY CAN TAKE HIM TO!
SURE! THAT'S THE ONLY ANSWER! THEN, EVEN IF HE BREAKS OUT... THERE'S NO PLACE HE CAN GO!
ALTHOUGH WE'RE JUST TOO JUMPY! IT ISN'T POSSIBLE FOR HIM TO BREAK OUT OF HERE!
THE ONLY THING I WORRY ABOUT IS... WHAT IF HE STARTS GETTING IMMUNE TO THOSE TRANQUILIZERS?
SKRAKKK!
HEY! WHAT'S THAT NOI--??
LOOK OUT! HE'S LOOSE!
AND, I WILL NEVER BE CAPTURED AGAIN!
5

MY CROWBAR! THEY TOOK IT FROM ME... BUT I MUST HAVE IT BACK!


IN HANDS SUCH AS MINE... IT IS THE WEAPON SUPREME!

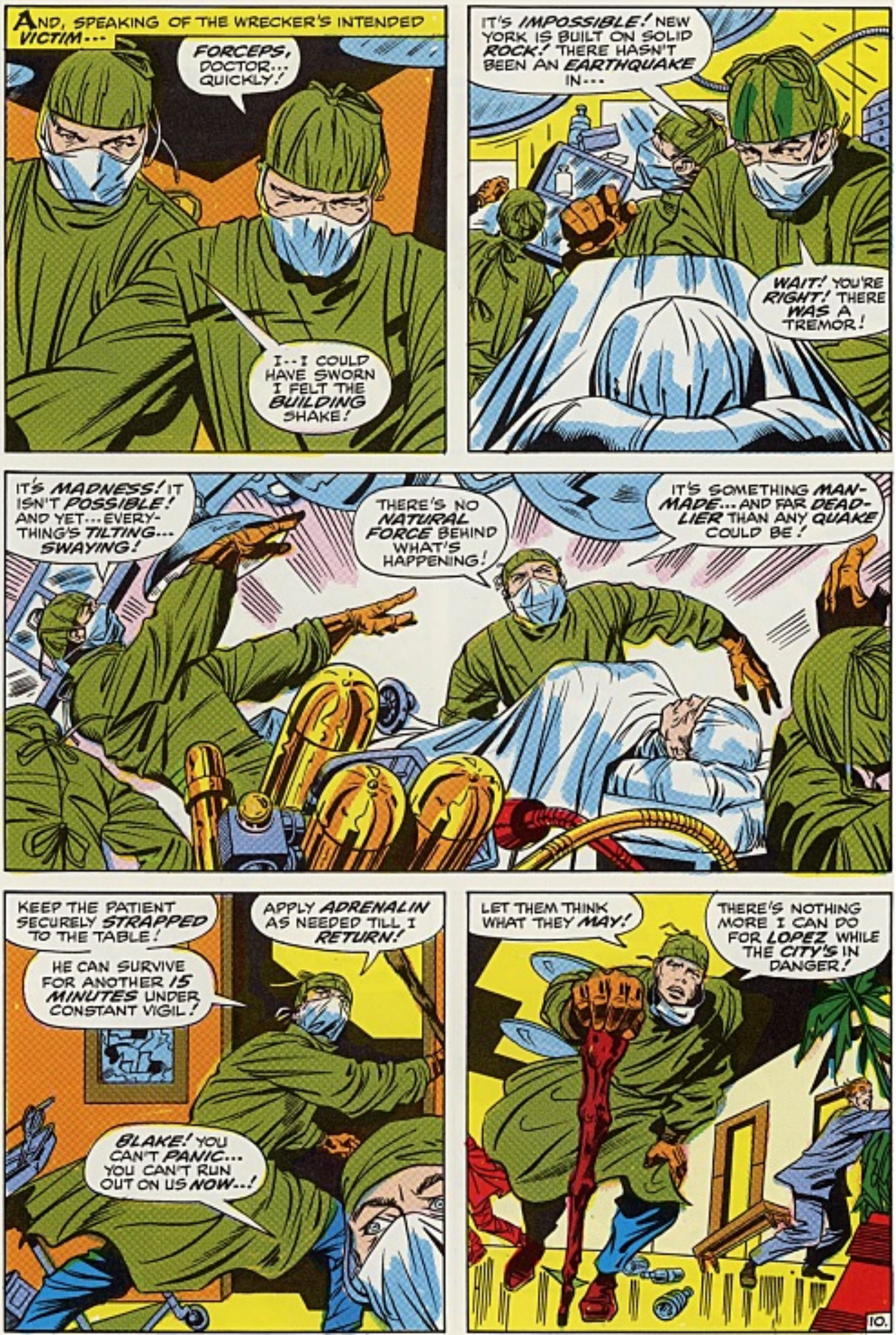
NOW, TAKE WARNING, YOU FOOLS...

NO POWER ON EARTH CAN STAND AGAINST... THE WRECKER!

WHAT GOOD DO YOU EXPECT THOSE PUNY GUNS TO DO YOU--?
NOTHING THAT'S HUMAN CAN HOPE TO STAND IN MY WAY!
...WHEN I CAN SHATTER THE WALLS WITH A SINGLE BLOW!
...FOR THE POWER I POSSESS IS THAT OF... AN IMMORTAL!
IT'S THE POWER THAT WAS INTENDED FOR LOKI HIMSELF... BUT, BECAUSE OF A LUCKY ACCIDENT... IT'S MINE INSTEAD!*
*NO LOYAL THOROPHILE HAS TO BE REMINDED THAT IT ALL HAPPENED IN ISH #148! ...STAN.
THERE HE IS! QUICK... WE'VE GOT TO GET HIM SURROUNDED!
LOOK HOW HE STANDS THERE--- AS THOUGH IT'S HIM WHO'S THREATENING US!
I'VE NOTHING TO FEAR FROM ANY OF YOU!
YOU FOOLS JUST NEVER LEARN, DO YOU?
IT IS ME...IT'S THE WRECKER WHO'S THE THREAT!
BUT I'M NOT JUST THREATENING YOU...
I'M GONNA TRAMPLE OVER THE WHOLE BLASTED EARTH---
...TILL I GET MY FINAL REVENGE ON---THOR!
BURROOM!!
7.

IT WAS THOR WHO FOUGHT ME... WHO BEAT ME... WHEN I FIRST GOT MY POWER!
IF NOT FOR HIM, THEY'D NEVER HAVE HAD A CHANCE TO CATCH ME... AND KEEP ME A PRISONER!
BUT WHEN I REACH THE CITY, I'LL GET EVEN WITH HIM FOR... HEY!
THIS'LL TEACH YOU TO STOP... WHEN THE WRECKER FLAGS YOU DOWN!
SPPANNG!
8

A SHORT TIME LATER, IN THE CENTER OF NEW YORK, THE DOOR OF A RECENTLY HIJACKED CAR SLOWLY SWINGS OPEN, AND THEN...
SURE WAS NEIGHBORLY OF THAT GUY TO "LEND" ME HIS CAR...
...THOUGH IT KINDA HELPED HIM TO SEE WHAT MY CROWBAR COULD DO!
GET OFF THE STREETS... EVERYONE!
THE WRECKER'S TAKING OVER NOW!
I SEE YOU WHISPERING TO EACH OTHER... POINTING AT ME LIKE I'M SOME KINDA NUT! ME... THE WRECKER... THE MOST POWERFUL OF ALL!
WELL, THIS'LL PROVE THAT I MEAN BUSINESS!
AND, IT'LL DO EVEN MORE THAN THAT...
IF HE'S ANYWHERE NEAR THE CITY... IT'LL BRING THOR A'RUNNING!
AND THAT'S WHAT I WANT MOST OF ALL!
9.


AND, SPEAKING OF THE WRECKER'S INTENDED VICTIM---
FORCEPS, DOCTOR... QUICKLY!
I--I COULD HAVE SWORN I FELT THE BUILDING SHAKE!
IT'S IMPOSSIBLE! NEW YORK IS BUILT ON SOLID ROCK! THERE HASN'T BEEN AN EARTHQUAKE IN---
WAIT! YOU'RE RIGHT! THERE WAS A TREMOR!
IT'S MADNESS! IT ISN'T POSSIBLE! AND YET...EVERYTHING'S TILTING... SWAYING!
THERE'S NO NATURAL FORCE BEHIND WHAT'S HAPPENING!
IT'S SOMETHING MAN-MADE... AND FAR DEADLIER THAN ANY QUAKE COULD BE!
KEEP THE PATIENT SECURELY STRAPPED TO THE TABLE!
APPLY ADRENALIN AS NEEDED TILL I RETURN!
HE CAN SURVIVE FOR ANOTHER 15 MINUTES UNDER CONSTANT VIGIL!
BLAKE! YOU CAN'T PANIC... YOU CAN'T RUN OUT ON US NOW..!
LET THEM THINK WHAT THEY MAY!
THERE'S NOTHING MORE I CAN DO FOR LOPEZ WHILE THE CITY'S IN DANGER!

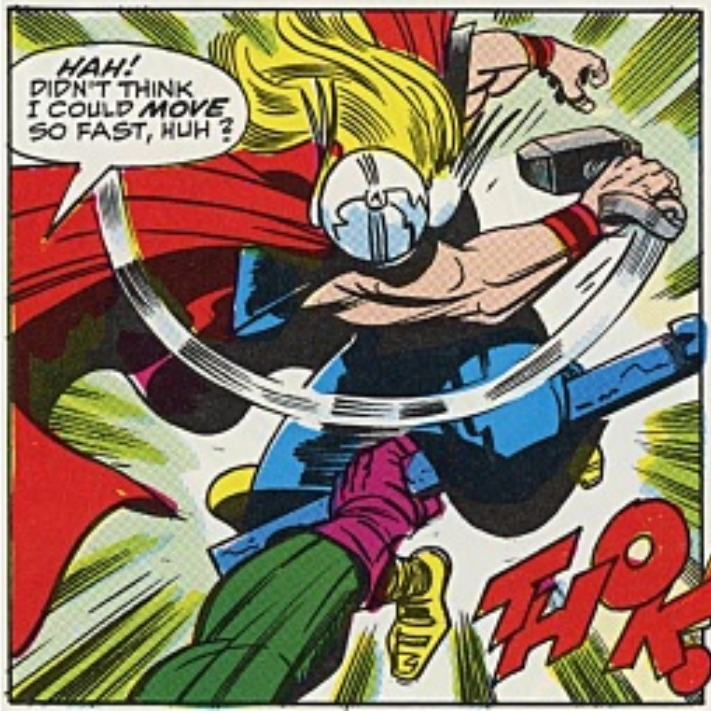
THERE'S SOMETHING SINISTER... SOMETHING DEADLY GOING ON OUT THERE...
AND, WHATEVER IT MAY BE...
THE GOD OF THUNDER MUST FACE IT... AND VANQUISH IT, ALONE!
AND NOW... IN THE NAME OF OMNIPOTENT ODIN...
THOR FLIES TO BATTLE ONCE MORE!
THE QUAKING DOTH NOW SUBSIDE...
AS THOUGH SOME UNKNOWN FOE AWAITS MY COMING!
THE POWER OF ENCHANTED MJOLNIR HATH BROUGHT ME TO THIS SPOT!
ONLY THOSE BELOW WHO FLEE IN FEAR, AS FROM SOME NAMELESS FATE!
AND YET... NO ENEMY DO I BEHOLD!
11.

HAH! I KNEW THE ROOFTOPS WOULD BE THE PLACE TO FIND HIM! ALL I HADDA DO WAS SHAKE THINGS A LITTLE---AND THEN WAIT!
MAYHAP MY FIRST SURMISE WAS WRONG! MAYHAP 'TWAS AN EARTHQUAKE... NOTHING MORE!
IN WHICH CASE I MUST RETURN FORTHWITH...TO HIM WHOSE LIFE I SOUGHT TO SAVE!
FORGET IT, THUNDER GOD! YOUR RETURNIN' DAYS ARE THRU!
A HUMAN VOICE... BEHIND ME!
I MAY SOUND HUMAN, LONG-HAIR... BUT THIS TIME YOU'RE UP AGAINST A GUY WHO CAN TAKE YOU!
THAT HATE-FILLED SNARL... THAT MERCILESS TONE... I WOULD KNOW IT ANYWHERE!
'TIS THE WRECKER WHO DOTH ATTACK!
GO TO THE HEAD OF THE CLASS, TINHORN!
HOW'S IT FEEL TO BE IN THE GRIP OF A POWER THAT CAN CRUSH YOUR OWN?
12

THOR HATH NO TIME FOR IDLE THREATS!
THERE BE TOO MUCH AT STAKE!

SO, YOU'RE GONNA FIGHT TO THE FINISH, ARE YA?

OKAY, BIG MAN... THAT'S THE WAY I LIKE IT!
...'SPECIALLY SINCE IT'S GONNA BE YOUR FINISH!


HAH! DIDN'T THINK I COULD MOVE SO FAST, HUH?
THK!

I'M STRONGER... AND SMARTER THAN THE LAST TIME WE FOUGHT!
AND, THIS TIME I DON'T QUIT TILL YOU'RE JUST A ROTTEN MEMORY!
13

'TIS TRUE THY POWER DOTH SEEM THE EQUAL OF MINE!
BUT WHY CANST THOU NOT HARNESS IT IN THE FIGHT FOR GOOD?
THAT'S WHAT'S WRONG WITH THE WORLD...THERE'S TOO MANY DO-GOODERS IN IT!
BUT WHEN I'M DONE WITH YOU... THERE'S GONNA BE ONE LESS!
THERE BE NO MORE TIME TO BANDY WORDS!
NOT WHILE HE WHO IS CALLED LOPEZ NOW LIES 'TWIXT LIFE AND DEATH!
VILLAIN... BEGONE! FOR THERE BE ONE WHOM THOR MUST SAVE!
ONE WHO IS WORTH A THOUSAND SUCH AS THEE!
DON'T GIMME ANY MORE OF THAT HOLIER-THAN-THOU BULL!
I ALWAYS LOOKED AFTER NUMBER ONE...AND I ALWAYS WILL!
AY! SO LONG AS THERE BE SUCH AS THEE..
---NE'ER WILL MORTAL MAN FIND THE GLORY HIS RACE DOTH SEEK!
14

GLORY? THE ONLY GLORY IS IN MAKIN' OUT... IN WINNING OVER ALL THE OTHER SLOBS...
THE WORLD'S LIKE A GREAT BIG GRAB-BASKET... AND IT'S EVERY MAN FOR HIMSELF... TO GRAB WHAT HE CAN!
THAT'S WHAT POWER'S FOR... SO YOU CAN USE IT TO BEAT YOUR WAY TO THE TOP... NO MATTER WHO YOU STEP ON GOIN' UP!
THOUGH THOU ART CALLED WRECKER... I HAVE KNOWN SUCH EVIL IN MANY GUISES... YEA, UNDER MANY NAMES!
AND EVER MUST THOU BE DESTROYED... FOR THOU ART LIKE UNTO A LIVING PLAGUE!
15

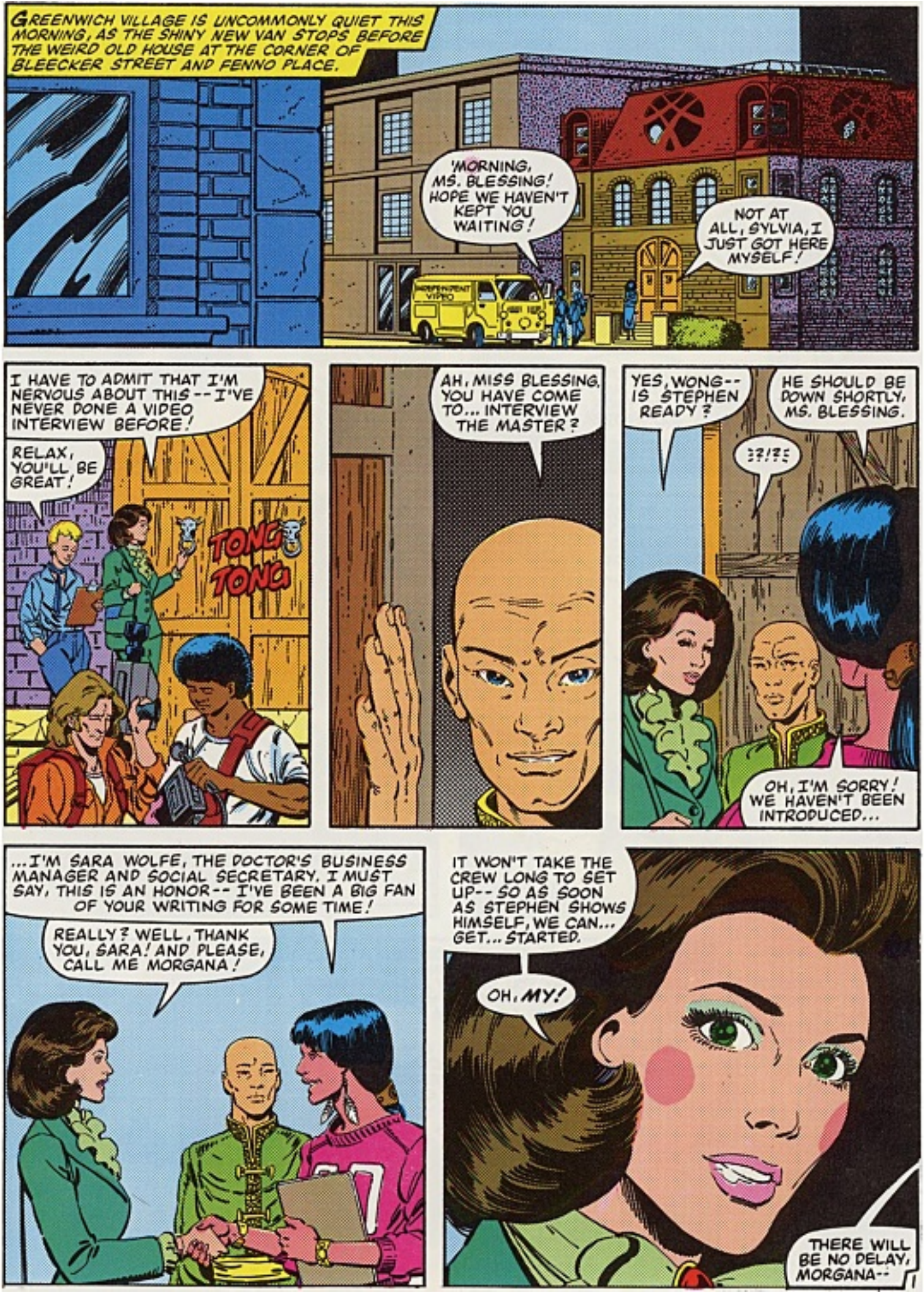
SKIP THE SERMONS, MISTER! THIS IS WHERE I WRAP YA UP!
THEN, WITH YOU OUTTA THE WAY... THE CITY'LL BE EASY PICKINGS FOR ME AND MY POWERHOUSE CROWBAR!
DRAGGIN' ME OVER THE ROOF WON'T DO YOU ANY GOOD...
LONG AS I GOT MY CROWBAR, I CAN TAKE THESE KNOCKS AS GOOD AS YOU!
--AND NOTHING'S GONNA GET IT FROM ME!
SHE-HULK
THY WORDS HAVE SERVED BUT A SINGLE PURPOSE...THEY HAVE SHOWN THEE TO BE BEYOND REASON... BEYOND COMPASSION!
16

THOUGH THE REST OF THY RACE BE NOT FAULTLESS... STILL THEY DO TRY!
AND SO LONG AS THEY DARE STRIVE FOR JUSTICE... FOR TRUTH... THEN NE'ER SHALL THEY BE FORSAKEN!
TRUTH! JUSTICE! THAT'S JUST A LOTTA HOT AIR, MAN!
THE ONLY TRUTH IS POWER! THE ONLY JUSTICE IS WHAT THE STRONGEST ONE DECIDES!
THAT'S WHY I GOTTA WIN... 'CAUSE I'M THE WRECKER!
THOR SAYS THEE NAY!
THOU SHALT WRECK NO MORE!
YOU... POUNDED A HOLE ...CLEAN THRU THE SIDE-WALK!
HUH! A FAT LOTTA GOOD THIS'LL DO YA!
MY ONLY PURPOSE WAS TO CONCLUDE OUR BATTLE WHERE THOSE ABOVE WOULD SUFFER NO INJURY!
BIG DEAL! I CAN ALWAYS SMASH AT THEM!
17.

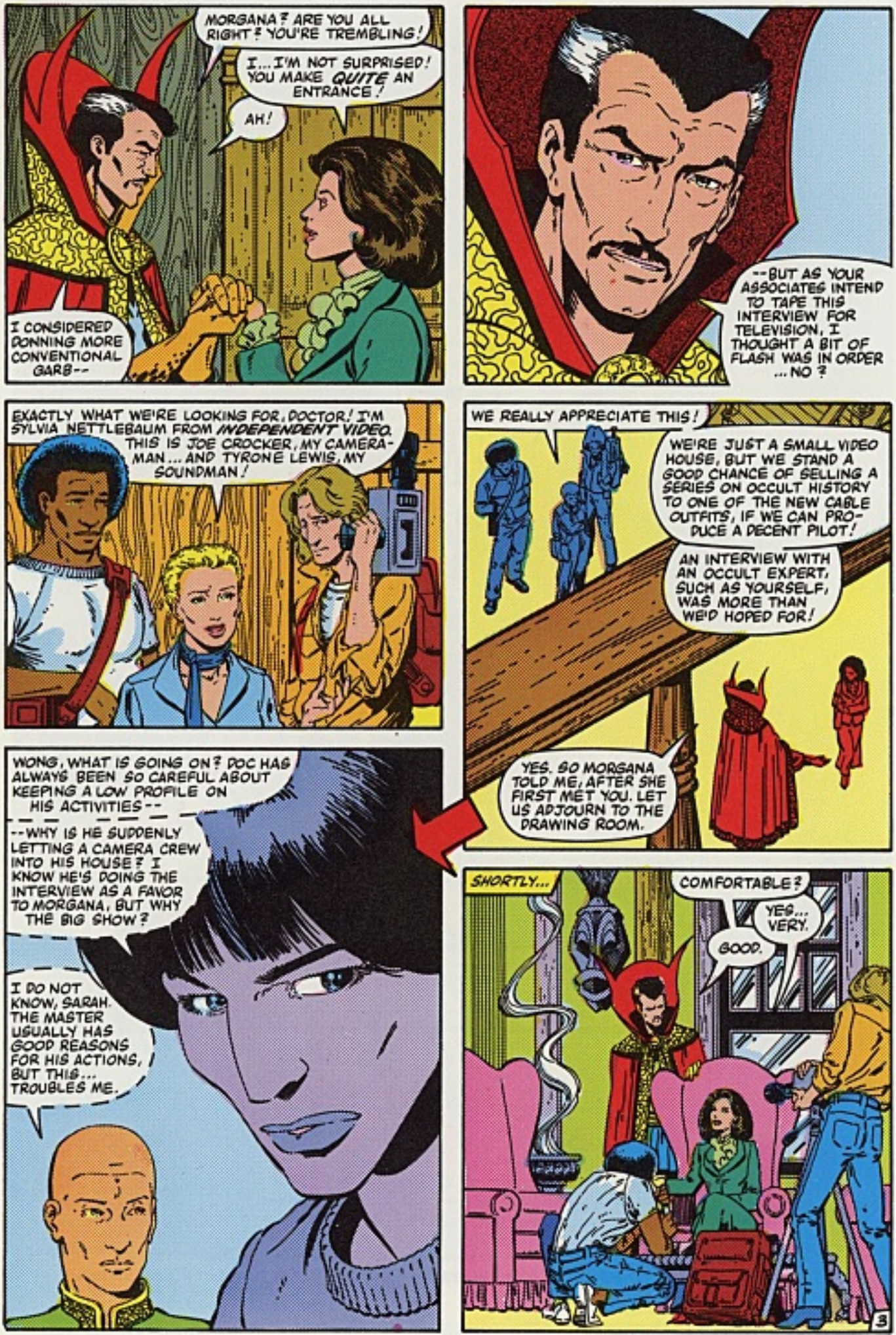
BUT NOW IT'S YOU I WANT... IT'S YOU I GOTTA GET RID OF... FOREVER!
TOO CHICKEN TO USE YOUR HAMMER AGAINST ME, HUH?
WELL, IT'S LUCKY I AIN'T AS SQUEAMISH ABOUT THAT STUFF AS YOU!
HE STRIKES OUT BLINDLY ...IN A SENSELESS RAGE!
BUT I AM SWORN TO TAKE NO LIFE ...NOT EVEN SUCH AS HIS!
I MUST FIND ANOTHER WAY...AND BY THE GOLDEN GATES... I SHALL!
THE SPEEDING TRAIN! OF COURSE! IT HATH FURNISHED ME THE ANSWER!
18

MY TIME GROWS SHORT... MY PATIENT DOTH AWAIT ME!
EVIL ONE... THOU HAST DONE THY WORST... AND FAILED!
NOW 'TIS TIME FOR THOR TO CALL THE TURN...!
STRONG AS THOU ART, 'TIS I WHO AM THE POWER...
...'TIS I WHO WHO AM THE GOD OF THUNDER!
'TIS I WHO MUST PREVAIL!
IT AIN'T POSSIBLE! YOU CAN'T HOLD MY CROWBAR BACK... WITH JUST ONE HAND!!
WHEN THE CAUSE BE JUST... ALL THINGS BE POSSIBLE!
THOU COULDST HAVE JOINED ME... TO RESHAPE A WORLD!
THE THIRD RAIL! YOU'RE TOSSING ME ONTO IT!
BUT THY GOAL WAS TO DESTROY... AND CONQUER FOR THYSELF!

HAH! AGAIN YOU FAILED! THE POWER THAT LOKI GAVE ME IS TOO GREAT!
NOT EVEN THIS CURRENT CAN STOP ME NOW!
IN TRUTH, 'TIS JUST AS THOR EXPECTED...
I HAVE NO WISH TO SLAY THEE... BUT RATHER TO ADD THE URU POWER OF MINE ENCHANTED HAMMER TO THAT WHICH THOU DOTH MOCK...
...POWER ENOW TO LET THEE LIVE... WHILST DRAINING THY STRENGTH... AND TURNING THEE TO THE MORTAL THOU HADST BEEN!
'TIS DONE!
THOUGH HE SHALL AWAKE... THE WRECKER SHALL SLEEP... FORE'ER!
AND NOW ...I MUST AWAY...!
MINUTES LATER...
IT WAS A MASTERFUL BIT OF SURGERY, BLAKE!
A GOOD MAN WILL LIVE... THAT'S ALL THAT COUNTS!
BUT, I'M SURPRISED AT YOU, DOCTOR... RUNNING OUT THE WAY YOU DID! BY ABANDONING YOUR PATIENT, YOU MIGHT HAVE LOST HIM!
HOW CAN YOU BE SO COLD... SO UNFEELING? WHAT KIND OF MAN ARE YOU?
LET'S JUST SAY ...THAT NONE OF US -- IS PERFECT!
NEXT: JANE FOSTER RETURNS!


GREENWICH VILLAGE IS UNCOMMONLY QUIET THIS MORNING, AS THE SHINY NEW VAN STOPS BEFORE THE WEIRD OLD HOUSE AT THE CORNER OF BLEECKER STREET AND FENNO PLACE.
'MORNING, MS. BLESSING! HOPE WE HAVEN'T KEPT YOU WAITING!
NOT AT ALL, SYLVIA, I JUST GOT HERE MYSELF!
I HAVE TO ADMIT THAT I'M NERVOUS ABOUT THIS -- I'VE NEVER DONE A VIDEO INTERVIEW BEFORE!
RELAX, YOU'LL BE GREAT!
TONG TONG
AH, MISS BLESSING. YOU HAVE COME TO... INTERVIEW THE MASTER?
YES, WONG-- IS STEPHEN READY?
HE SHOULD BE DOWN SHORTLY, MS. BLESSING.
?!?!
OH, I'M SORRY! WE HAVEN'T BEEN INTRODUCED...
...I'M SARA WOLFE, THE DOCTOR'S BUSINESS MANAGER AND SOCIAL SECRETARY. I MUST SAY, THIS IS AN HONOR-- I'VE BEEN A BIG FAN OF YOUR WRITING FOR SOME TIME!
REALLY? WELL, THANK YOU, SARA! AND PLEASE, CALL ME MORGANA!
IT WON'T TAKE THE CREW LONG TO SET UP-- SO AS SOON AS STEPHEN SHOWS HIMSELF, WE CAN... GET... STARTED.
OH, MY!
THERE WILL BE NO DELAY, MORGANA--

--LET THE INTERVIEW BEGIN!
DOCTOR STRANGE IS READY!
A MYSTIC REBORN!
STAN LEE PRESENTS:
ROGER STERN WRITER
PAUL SMITH PENCILER
TERRY AUSTIN INKER
JIM NOVAK LETTERER
BOB SHAREN COLORIST
ALLEN MILGROM, EDITOR
JIM SHOOTER, EDITOR SUPREME


MORGANA? ARE YOU ALL RIGHT? YOU'RE TREMBLING!
I... I'M NOT SURPRISED! YOU MAKE QUITE AN ENTRANCE!
AH!
I CONSIDERED DONNING MORE CONVENTIONAL GARB--
--BUT AS YOUR ASSOCIATES INTEND TO TAPE THIS INTERVIEW FOR TELEVISION, I THOUGHT A BIT OF FLASH WAS IN ORDER ... NO?
EXACTLY WHAT WE'RE LOOKING FOR, DOCTOR! I'M SYLVIA NETTLEBAUM FROM INDEPENDENT VIDEO. THIS IS JOE CROCKER, MY CAMERAMAN ... AND TYRONE LEWIS, MY SOUNDMAN!
WE REALLY APPRECIATE THIS!
WE'RE JUST A SMALL VIDEO HOUSE, BUT WE STAND A GOOD CHANCE OF SELLING A SERIES ON OCCULT HISTORY TO ONE OF THE NEW CABLE OUTFITS, IF WE CAN PRODUCE A DECENT PILOT!
AN INTERVIEW WITH AN OCCULT EXPERT, SUCH AS YOURSELF, WAS MORE THAN WE'D HOPED FOR!
YES. SO MORGANA TOLD ME, AFTER SHE FIRST MET YOU. LET US ADJOURN TO THE DRAWING ROOM.
WONG, WHAT IS GOING ON? DOC HAS ALWAYS BEEN SO CAREFUL ABOUT KEEPING A LOW PROFILE ON HIS ACTIVITIES--
--WHY IS HE SUDDENLY LETTING A CAMERA CREW INTO HIS HOUSE? I KNOW HE'S DOING THE INTERVIEW AS A FAVOR TO MORGANA, BUT WHY THE BIG SHOW?
I DO NOT KNOW, SARAH. THE MASTER USUALLY HAS GOOD REASONS FOR HIS ACTIONS, BUT THIS... TROUBLES ME.
SHORTLY...
COMFORTABLE?
YES... VERY.
GOOD.
3

WONG WILL BRING US TEA IN A BIT. I'VE NEVER GIVEN AN INTERVIEW BEFORE--
--BUT I ASSUME THAT IT IS A THIRST-INDUCING PROCESS.
OH, UH... YES... IT IS.
WELL, THEN ... SHALL WE BEGIN?
SHEE-OOT! HE HUNG HIS CAPE IN MID-AIR... JUST AS SWEET AS YOU PLEASE!
JOEY, DID YOU--?
NOT TO WORRY, BOSS! IT'S ALL ON TAPE!
ALL RIGHT... I SUPPOSE WE SHOULD BEGIN WITH A LITTLE PERSONALITY PIECE. HOW DID YOU FIRST BECOME INVOLVED WITH THE MYSTIC ARTS, DOCTOR?
WERE YOU INTERESTED IN THE OCCULT AS A BOY?
HARDLY.
I'M AFRAID THAT FOR MUCH OF MY EARLY LIFE, I WAS INTERESTED ONLY IN THE MATERIAL WORLD...
4

"I WAS A SURGEON... ONE OF THE BEST, AND I KNEW IT! I FELT THAT I COULD DEPEND ON NO ONE BUT MYSELF, AND IT SHOWED.

"I WAS ARROGANT, SELF-RIGHTEOUS... EVEN RUTHLESS. AS MY SKILL AND FAME GREW, SO DID MY GREED. I BECAME MORE INTERESTED IN FEES THAN IN PATIENTS.

"THEN, ONE NIGHT MY CAREER WAS CUT SHORT. I LOST CONTROL OF MY SPORTS CAR ON A LONELY STRETCH OF WINDING COUNTRY ROAD. HOURS PASSED BEFORE I WAS FOUND.

"I SPENT A FORTUNE ON ATTEMPTED CURES, BUT NOTHING HELPED. I LOST ALL TRACK OF TIME... I BECAME LITTLE MORE THAN A HUMAN DERELICT.

"IN TIME I RECOVERED, BUT THE INJURY HAD BEEN DONE. I HAD SUSTAINED MINOR NERVE DAMAGE... JUST ENOUGH TO PREVENT ME FROM HOLDING A SCALPEL STEADY ENOUGH TO PERFORM SURGERY."

EVEN THOUGH YOU CAN'T OPERATE, YOU CAN WORK AS A CONSULTANT... AS MY ASSISTANT!

STEPHEN STRANGE ASSISTS *NOBODY!*

"THEN, ONE DAY ON THE DOCKS, I HEARD TWO SAILORS TALKING ABOUT A TIBETAN MYSTIC WHO COULD CURE ANYTHING.

"IT WAS MY ONLY HOPE. I SOLD THE LAST OF MY POSSESSIONS AND SET OUT TO FIND THIS MIRACLE WORKER. AND FINALLY, AFTER MONTHS OF TREKKING ACROSS THE VASTNESS OF THE HIMALAYAS, I FOUND WHAT I WAS LOOKING FOR...

"...THE MOUNTAIN RETREAT OF *THE ANCIENT ONE!*

"I WAS HELPLESS AS A BABE BEFORE THE POWER OF HIS SORCERY. IN AN INSTANT, HE PROBED MY MIND-- KNEW MY STORY. AND I LEARNED THAT HE HAD NO CURE FOR MY INJURY.
"STILL AND ALL, HE INVITED ME TO STAY ON AT HIS RETREAT, AND I DID. I HAD LITTLE CHOICE, REALLY. THE SNOWS OF WINTER HAD COME, BLOCKING THE MOUNTAIN PASSES.
"AND THEN, I MET BARON MORDO.
"MORDO WAS THE ANCIENT ONE'S DISCIPLE IN THE MYSTIC ARTS. IN HIS OWN WAY, HE WAS MORE AMBITIOUS, MORE CUNNING THAN I HAD EVER BEEN!
"ONE DAY, AS I KNOCKED ABOUT THE RETREAT, I BEHELD BARON MORDO ATTEMPTING TO SLAY THE ANCIENT ONE WITH MAGIC!
"WHEN I THREATENED TO EXPOSE HIM, MORDO ONLY LAUGHED--
"--AND GAGGED ME WITH A SPELL WHICH MYSTICALLY KEPT ME FROM WARNING HIS MASTER.
"BUT MORDO COULD NOT RENDER ME TOTALLY MUTE WITHOUT AROUSING THE OLD MAN'S SUSPICIONS... I COULD STILL SPEAK OF OTHER MATTERS. THERE WAS ONLY ONE THING I COULD DO TO SAVE THE ANCIENT ONE'S LIFE..."
I WISH TO STUDY AT YOUR FEET... TO BE TAUGHT YOUR KNOWLEDGE... TO PROVE MYSELF WORTHY OF THE MYSTIC ARTS!
"AS I SPOKE THOSE WORDS, THE ANCIENT ONE SMILED.

"HE HAD LONG KNOWN OF MORDO'S TREACHERY, AND HAD KEPT THE BARON CLOSE BY, HOLDING THE LESSER MYSTIC'S POWER IN CHECK UNTIL A TRUE DISCIPLE PRESENTED HIMSELF.
"IN ME, IN THE DEPTHS OF MY SOUL, THE ANCIENT ONE HAD FOUND HIS DISCIPLE!
"I WAS LIKE A MAN REBORN. IN THE YEARS THAT FOLLOWED, I STUDIED HARD, ACQUIRING KNOWLEDGE THE LIKES OF WHICH I HAD NEVER IMAGINED. I LEARNED ALL THE WAYS OF SORCERY...
"...OF DISCIPLINE, BOTH OF THE MIND AND THE BODY! IN TIME, I LEARNED TO TRANSCEND THE PHYSICAL WORLD AND CALL ON FORCES BEYOND THIS REALITY!
"MY PROGRESS HAD NOT ESCAPED MORDO'S NOTICE.
"HE CHALLENGED ME TO A DUEL... HIS MAGIC VERSUS MINE.
"THAT DAY, FOR THE FIRST TIME--
"--BARON MORDO KNEW DEFEAT!
"HUMILIATED, MORDO LEFT THE RETREAT. AS I WATCHED HIM GO, I KNEW IT WOULD NOT BE THE LAST TIME I WOULD HAVE TO FACE HIM.
7

"SEVEN YEARS PASSED, AND THEN, THE ANCIENT ONE CALLED ME BEFORE HIM TO SAY..."

THE TIME HAS COME FOR YOU TO LEAVE ME, STEPHEN STRANGE!

LEAVE?! MASTER, HAVE I DISPLEASED YOU?

NOT IN ANY WAY.

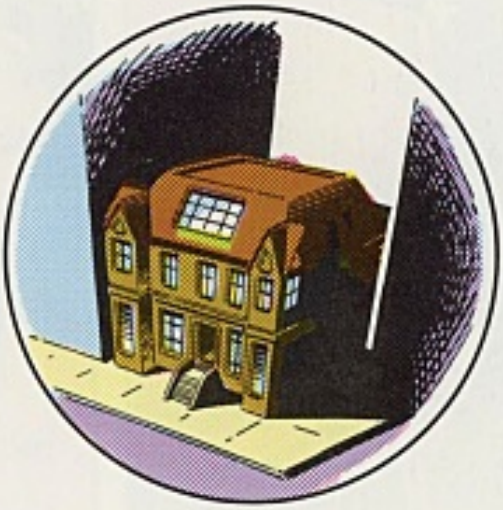
BUT THERE ARE SO MANY MAGICAL FORCES WHICH THREATEN THE WORLD! YOU WILL NEED MY HELP AGAINST THEM!

I WILL INDEED. BUT THERE ARE MANY WAYS OF BATTLING THE EVILS THAT LIE IN WAIT BEYOND THIS PLANE!

EACH MAN MUST DO BATTLE IN HIS OWN WAY. I GIVE YOU NOW THIS ENCHANTED AMULET AND THE ALL-SEEING *ORB OF AGAMOTTO*. TOGETHER, THEY SHALL HELP YOU FIND YOUR WAY...

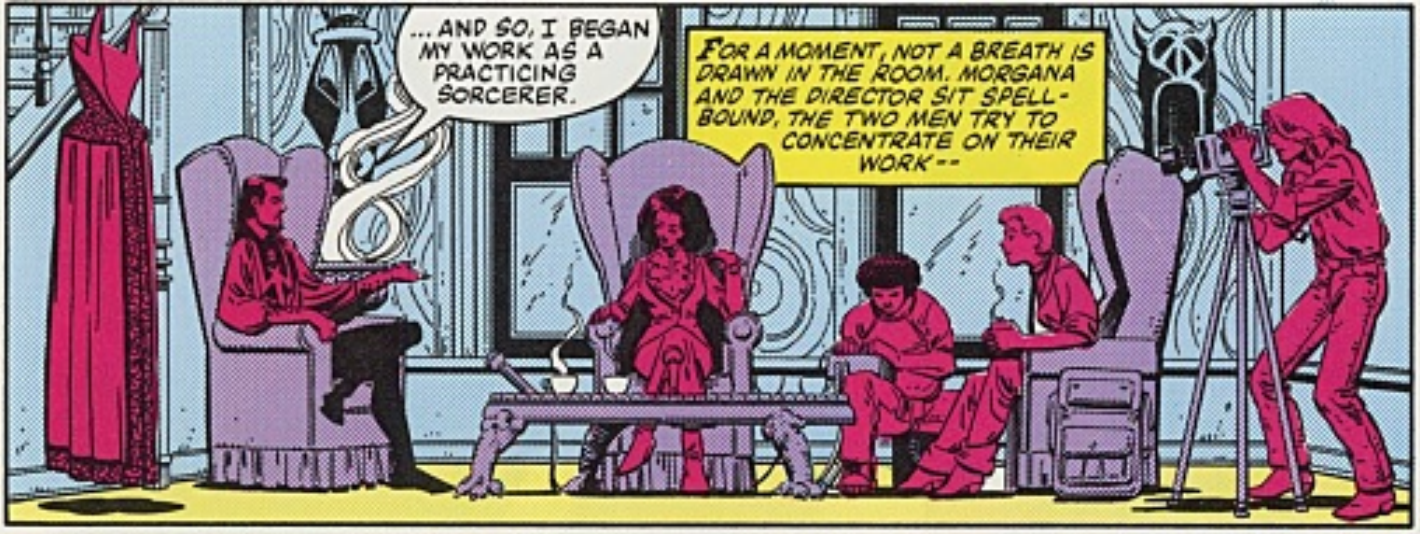
...BEHOLD!

"AS I STOOD BEFORE THE ORB FOR THE FIRST TIME, I SAW A VISION OF AN OLD, DILAPIDATED TOWN-- HOUSE... THIS HOUSE!"



"AND THEN I KNEW WHERE MY DESTINY LAY!"
YOU'RE SURE YOU WANT TO BUY THIS PLACE, DOCTOR? I MEAN, MY AGENCY WILL BE MORE THAN HAPPY TO SELL IT TO YOU, BUT...
...WELL, YOU OUGHT TO KNOW THAT THERE ARE A FEW WEIRD THINGS ABOUT THIS PLACE!
"THE REALTOR EXPLAINED THAT PREVIOUS BUILDINGS ON THE SITE HAD COME TO MYSTERIOUS ENDS, USUALLY THROUGH FIRE...
"...THAT PAGAN CULTS HAD MAINTAINED A SANCTUARY THERE DURING COLONIAL DAYS...
"...AND THAT IT WAS THOUGHT TO BE THE LOCATION WHERE INDIAN TRIBES HAD ONCE HELD ARCANE RITUALS."
I THINK THIS WILL BE PERFECT!
THIS STRUCTURE AND THE GROUNDS BENEATH IT HAVE BECOME A FOCUS FOR GREAT SUPERNATURAL ENERGIES.
HERE SHALL I MAKE MY SANCTUM SANCTORUM. A FEW MODIFICATIONS WILL BE NECESSARY...

"SIX MONTHS LATER...
"...WHEN MY SANCTUM WAS COMPLETE...
"...THERE WAS A SUDDEN, PERSISTENT KNOCKING AT MY DOOR."
YES?
MASTER, I AM WONG.
DIG THE CRAZY THREADS!
I AM TO BE YOUR MAN-SERVANT, TO SEE TO YOUR CARE AND COMFORT!
--AS MY FATHER, AND HIS FATHERS BEFORE HIM, CARED FOR THE ANCIENT ONE! THAT IS MY DESTINY!
YES... BY THE LIGHT OF MY AMULET, I SEE THAT THIS IS TRUE. VERY WELL, WONG--
--ENTER! BUT BE WARNED!.. THIS HOUSE IS MORE THAN IT SEEMS!
MASTER...
...I WOULD BE SURPRISED IF IT WERE NOT!
10


...AND SO, I BEGAN MY WORK AS A PRACTICING SORCERER.
FOR A MOMENT, NOT A BREATH IS DRAWN IN THE ROOM. MORGANA AND THE DIRECTOR SIT SPELL-BOUND, THE TWO MEN TRY TO CONCENTRATE ON THEIR WORK--

--AND, IN THE OUTER HALL...
WONG, WAS ALL OF THAT TRUE?!?
EVERY WORD, I NEVER DREAMED HE WOULD DISCLOSE SO MUCH!

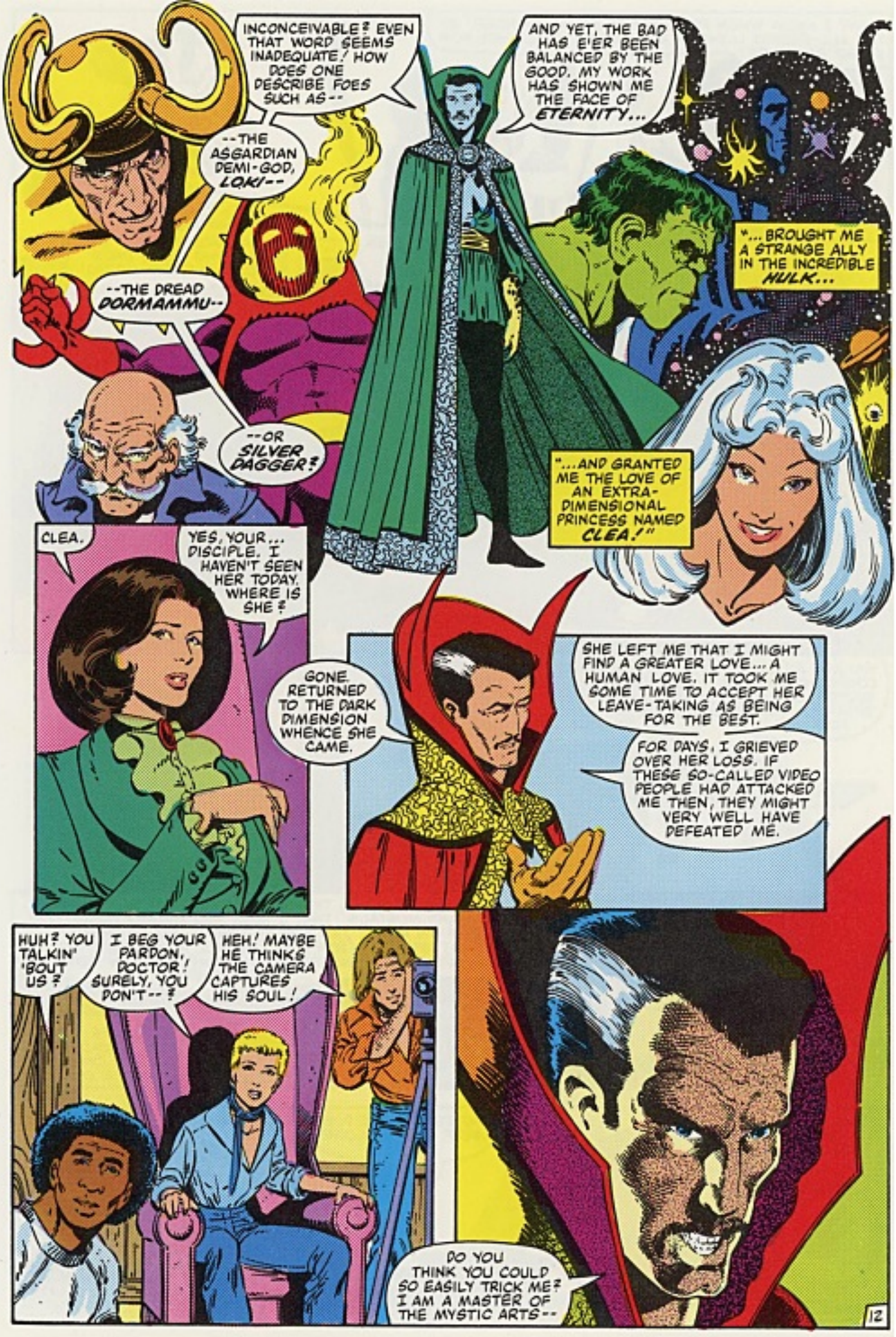
THAT'S... FASCINATING! SO HOW... I MEAN... JUST WHAT CAN YOU DO?!
WELL...

...I CAN'T MAKE SOMETHING OUT OF NOTHING. MAGIC IS BASICALLY A STUDY OF FORCES.

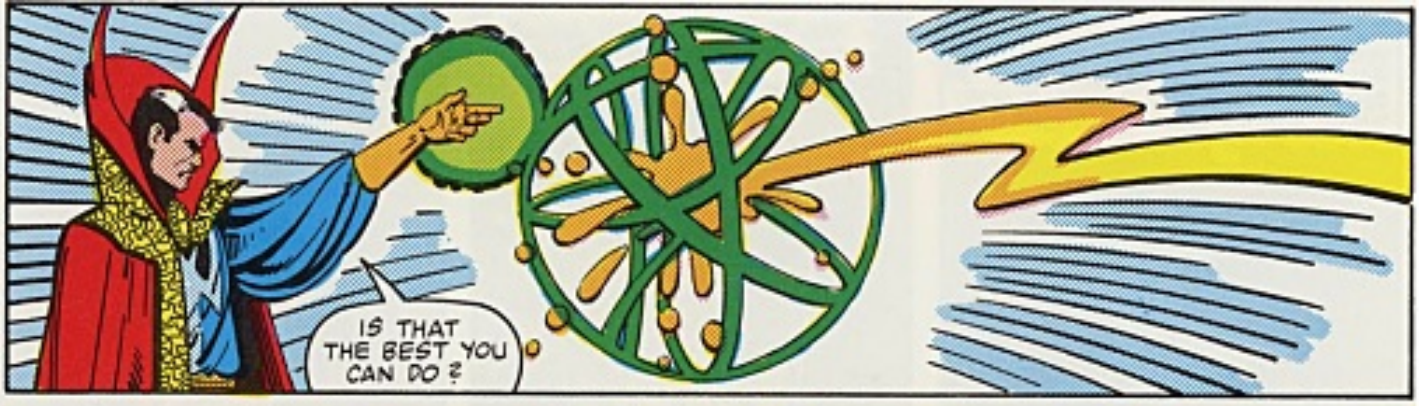
ONCE ONE KNOWS HOW TO CHANNEL THOSE FORCES, THOUGH, THE RESULTS CAN BE QUITE STRIKING--
--AS WITH MY CLOAK OF LEVITATION, FOR INSTANCE!

IT... DRAPED ITSELF ABOUT HIS SHOULDERS SO... SO NATURALLY!
JOEY--?
I GOT IT! WHEW!

THE THINGS YOU'VE DONE... THE ADVENTURES YOU'VE HAD... MUST HAVE BEEN INCONCEIVABLE!


INCONCEIVABLE? EVEN THAT WORD SEEMS INADEQUATE! HOW DOES ONE DESCRIBE FOES SUCH AS--
--THE ASGARDIAN DEMI-GOD, LOKI--
--THE DREAD DORMAMMU--
--OR SILVER DAGGER?
AND YET, THE BAD HAS E'ER BEEN BALANCED BY THE GOOD. MY WORK HAS SHOWN ME THE FACE OF ETERNITY...
"...BROUGHT ME A STRANGE ALLY IN THE INCREDIBLE HULK...
"...AND GRANTED ME THE LOVE OF AN EXTRA-DIMENSIONAL PRINCESS NAMED CLEA!"
CLEA.
YES, YOUR... DISCIPLE. I HAVEN'T SEEN HER TODAY. WHERE IS SHE?
GONE. RETURNED TO THE DARK DIMENSION WHENCE SHE CAME.
SHE LEFT ME THAT I MIGHT FIND A GREATER LOVE... A HUMAN LOVE. IT TOOK ME SOME TIME TO ACCEPT HER LEAVE-TAKING AS BEING FOR THE BEST.
FOR DAYS, I GRIEVED OVER HER LOSS. IF THESE SO-CALLED VIDEO PEOPLE HAD ATTACKED ME THEN, THEY MIGHT VERY WELL HAVE DEFEATED ME.
HUH? YOU TALKIN' 'BOUT US?
I BEG YOUR PARDON, DOCTOR! SURELY, YOU DON'T--?
HEH! MAYBE HE THINKS THE CAMERA CAPTURES HIS SOUL!
DO YOU THINK YOU COULD SO EASILY TRICK ME? I AM A MASTER OF THE MYSTIC ARTS--

--AND I KNOW WHEN PRETENDERS ENTER MY HOME! BY THE ALL-SEEING LIGHT OF AGAMOTTO, SHALL YOU NOW STAND REVEALED!
DEMONICUS, YOU WHO FANCIED YOURSELF A DEMON...
...ADRIA, EVER THE MYSTIC RINGLEADER...
...AND KAECILIUS--YOU THREE WHO WERE ONCE MINIONS OF BARON MORDO!
ADRIA, HE... HE KNEW IT WAS US ALL ALONG!
SILENCE, KAECILIUS!
YOU ARE AS OVER-CONFIDENT AS EVER, DOCTOR, BUT YOUR BRAVADO DOES NOT FOOL ME!
IF YOU HAD TRULY KNOWN WHO WE WERE FROM THE START, YOU WOULD NOT HAVE ALLOWED US ENTRY! AND YOU CERTAINLY WOULDN'T HAVE TOLD US EVERYTHING ABOUT YOUR PAST!
BUT I WOULD HAVE TOLD THREE ORDINARY MORTALS AND A TELEVISION AUDIENCE... IS THAT WHAT YOU THINK, ADRIA?
THIS IS AS ABSURD AS YOUR BELIEF THAT I TOLD YOU EVERYTHING! AND AS FOR ALLOWING YOU TO ENTER--DON'T YOU RECALL HOW I SAID THE ANCIENT ONE HAD HELD BARON MORDO IN CHECK?
IT IS ALWAYS BEST TO HOLD A KNOWN EVIL WHERE ONE CAN KEEP AN EYE ON IT!
BAH! IT MATTERS NOT! ONCE I NEARLY BESTED YOU ON MY OWN!*
AND DEMONICUS DOES NOT STAND ALONE NOW!
PREPARE TO DIE!
*STRANGE TALES #128 --EDITORI-AL.


IS THAT THE BEST YOU CAN DO?

SPLIT UP! WE MUST ESCAPE AND REGROUP!
HOW CAN ANYONE HAVE STUDIED THE MYSTIC ARTS AS MUCH AS THEY--
HE CANNOT CATCH US ALL!

--AND YET HAVE LEARNED SO LITTLE?
STEPHEN, ARE YOU ALL RIGHT? I... I'M SO SORRY! I DIDN'T KNOW--!

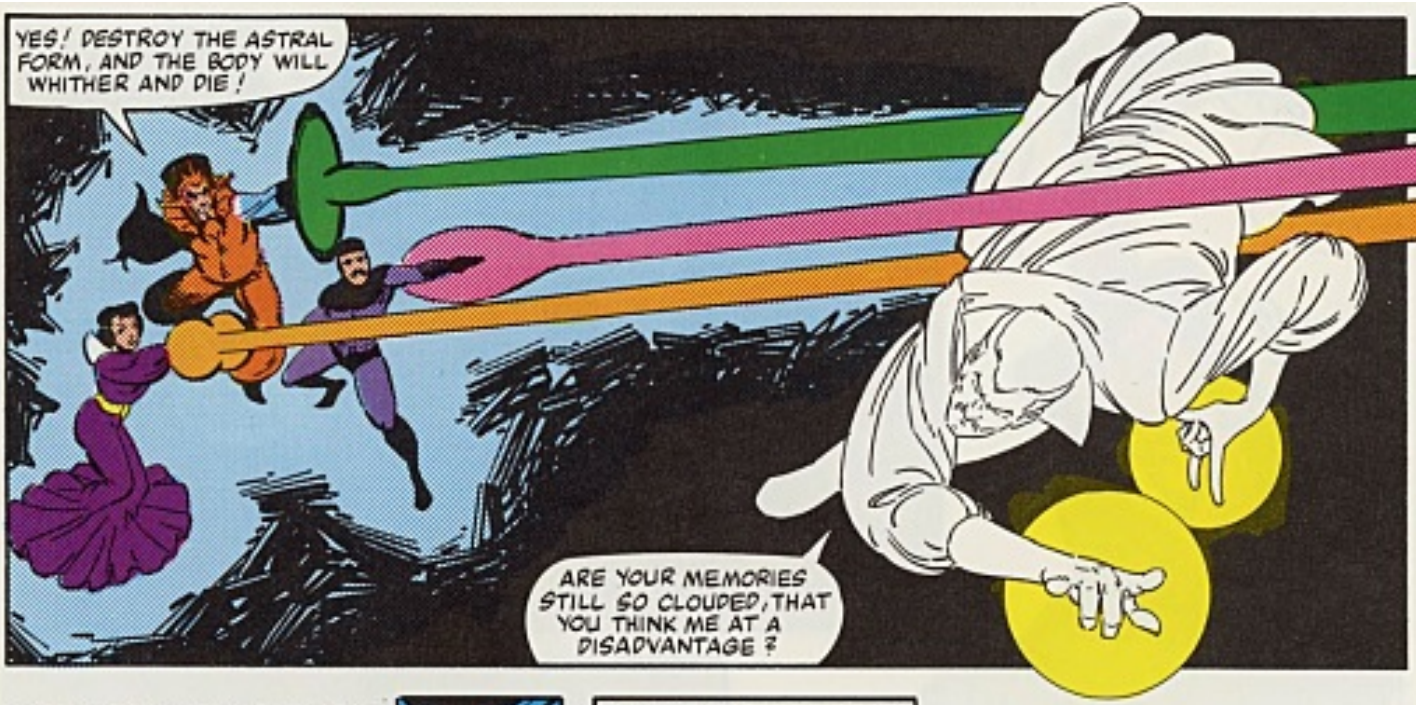
BE AT PEACE, MORGANA. I KNEW OF THEIR PLOT TO ATTACK ME FROM THE MOMENT THEY HAD YOU ASK ME ABOUT THE INTERVIEW.

THERE IS NO NEED TO BE FRIGHTENED.
B-BUT IF THEY ESCAPE, WON'T THEY TRY TO ATTACK YOU AGAIN?

THERE IS NO ESCAPE!
14

SATANNISH TAKE THE ARCHITECT WHO DESIGNED THIS MAZE OF HALLS! I FEEL AS THOUGH I'VE BEEN RUNNING FOR HOURS! I HOPE THESE STAIRS LEAD TO AN EXIT!
YES, THERE'S A LIGHT AHEAD. THIS MUST GO TO A REAR DOOR!
BUT ONCE THE MYSTIC CROSSES THE THRESHOLD...
OH, NO! NO!
THERE IS NO ESCAPE! SURRENDER!
15

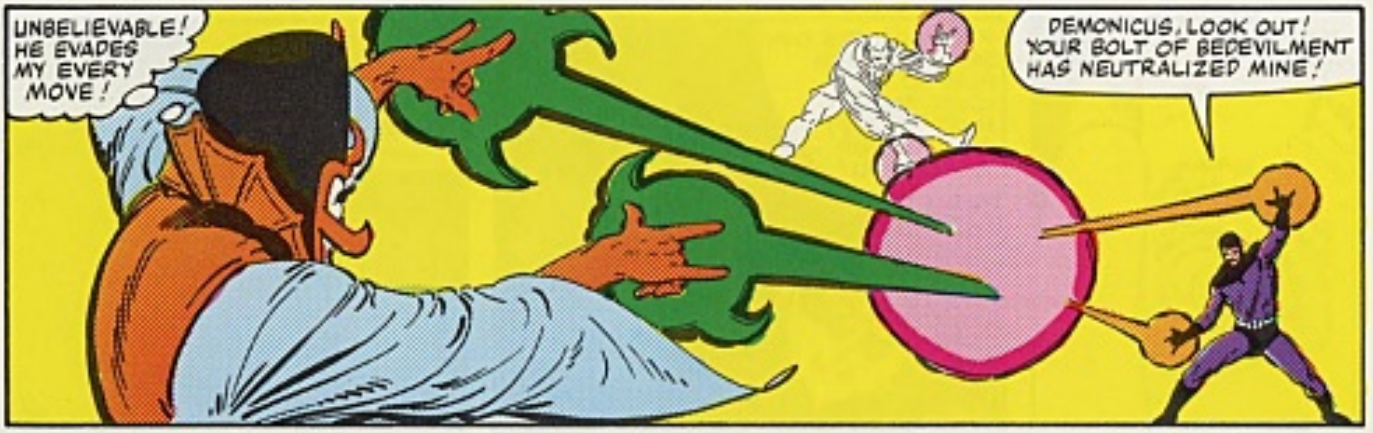
NO, IT'S NOT POSSIBLE! IT MUST BE AN ILLUSION!
IF I RETRACE MY STEPS ... WHAT?!
THE STAIR-CASE... IT'S--
--GONE!
BY THE NAMELESS ONE! THIS IS NOT THE HALL THROUGH WHICH I FLED!
BUT HOW? HOW?!
FOOLS! CAN'T YOU SEE THAT THIS IS STRANGE'S DOING? LOOK--EVEN NOW THE DOORWAYS DISAPPEAR!
HE SEEKS TO MAKE US HIS PRISONERS!
AYE, HE FEARS TO FACE US!
DO NOT SO FLATTER YOURSELF, DEMONICUS!
HE HAS LOOSED HIS ASTRAL FORM! GATHER 'ROUND!
IT IS WEAKER THAN HIS PHYSICAL BEING... IT CAN BE OVERCOME!
16


YES! DESTROY THE ASTRAL FORM, AND THE BODY WILL WITHER AND DIE!
ARE YOUR MEMORIES STILL SO CLOUDED, THAT YOU THINK ME AT A DISADVANTAGE?

WHEN LAST WE DID BATTLE, IT WAS MY ASTRAL FORM WHICH DEFEATED YOU THREE!*
*STRANGE TALES #143.

THAT WAS BUT A MINOR SETBACK! YOUR VICTORY HAS PROVEN TO BE A HOLLOW ONE!
YOU CLOSED OUR MINDS TO THE WAYS OF MAGIC! BUT WE WERE TOO STRONG! OUR MEMORIES RETURNED!
BY DENAK!
THEY WERE MEANT TO RETURN, DEMONICUS! I GAVE YOU ALL BUT A BRIEF RESPITE FROM THE CARES OF SORCERY, HOPING THAT YOU WOULD SO GAIN THE HUMILITY AND WISDOM--
--TO USE YOUR KNOWLEDGE FOR THE GOOD. BUT INSTEAD, YOU HAVE RETURNED TO YOUR OLD WAYS.
YOU DISAPPOINT ME!

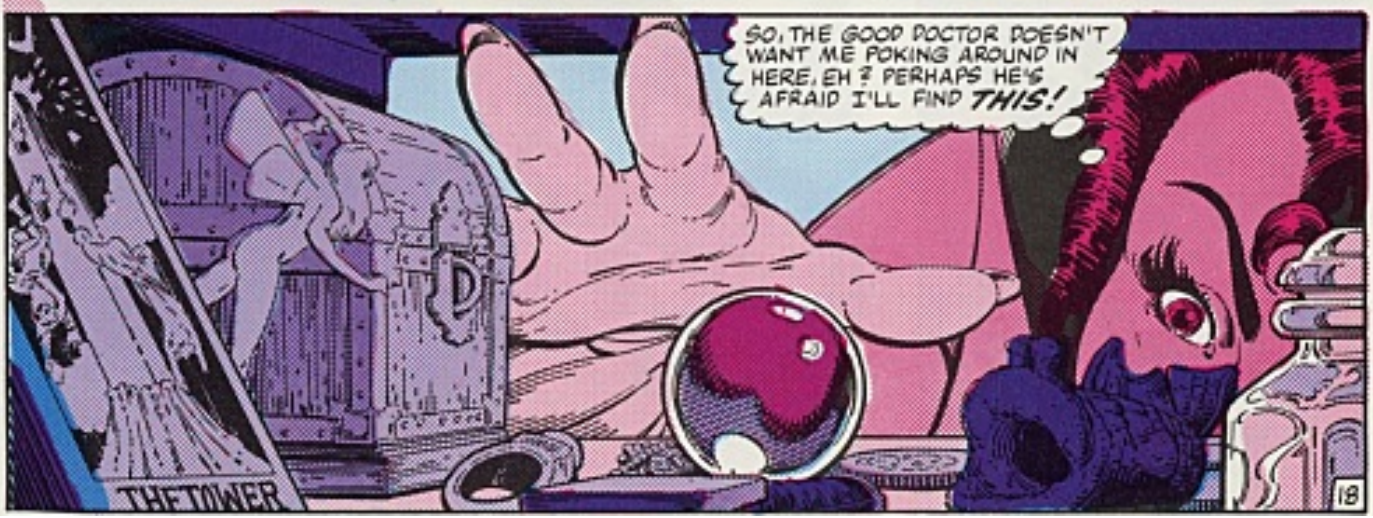
THOSE TWO BUNGLERS ARE OF NO HELP! BUT THERE IS GREAT POWER WITHIN THESE CABINETS--
--I CAN FEEL IT! PERHAPS IN HERE I WILL FIND THE POWER TO OVERCOME OUR ENEMY!


UNBELIEVABLE! HE EVADES MY EVERY MOVE!
DEMONICUS, LOOK OUT! YOUR BOLT OF BEDEVILMENT HAS NEUTRALIZED MINE!

I AM ENJOYING THIS COMBAT FAR TOO MUCH, PLAYING CAT-AND-MOUSE WITH THEM. SUCH OVER-CONFIDENCE COULD PROVE DEADLY!
EVEN A MASTER SORCERER CAN BE STRUCK DOWN, IF HE GROWS CARELESS.

AND I AM FAR WEAKER IN MY ASTRAL STATE.
BLAST! I CANNOT GET PAST HIS SHIELDS! IF ONLY SOMETHING WOULD--

"--DISTRACT HIM!"
ADRIA! GET AWAY FROM THAT CABINET!


SO, THE GOOD DOCTOR DOESN'T WANT ME POKING AROUND IN HERE, EH? PERHAPS HE'S AFRAID I'LL FIND THIS!
D
THE TOWER
18

NO!
PUT THAT GLOBE BACK! YOU DON'T KNOW HOW TO HANDLE IT!
IF THIS BAUBLE CAN BRING SO MUCH FEAR TO YOUR VOICE, THEN IT MUST BE JUST WHAT I NEED TO STOP YOU!
AS LIGHT DOTH SHINE BOTH WEST AND EAST, PRAY, LET THIS POWER BE RELEASED.
BUT... THE GLOBE PULLS FROM MY GRASP LIKE A THING ALIVE! AND INSIDE--! BY UMAR ...NO!!
ADRIA, WHAT--?
THIS IS NO MERE SMOKE! IT'S PART OF WHATEVER IS IN THAT GLOBE-- AND IT'S PULLING US INSIDE!!
STRANGE! DON'T JUST STAND THERE! HELP US!
HELP US!

HELP? NAY, I CANNOT.
THE SPELL WHICH ADRIA CAST ALLOWED THE POWER WITHIN THIS CRYSTALLINE GLOBE TO MERGE WITH EVERY LIVING BEING IN THIS CHAMBER. ONLY MY ECTOPLASMIC ASTRAL FORM WAS SPARED.
I TRIED TO WARN YOU! THE GEM WITHIN THIS GLOBE IS NO MERE TOUCHSTONE OF POWER-- IT IS A GATEWAY TO ANOTHER REALITY...
...A ONE-WAY PORTAL FOR ANY MYSTIC FOOLISH ENOUGH TO INVOKE ITS POWER.
FOR, AS IT IS WRITTEN IN THE BOOK OF THE VISHANTI, "WHOSOEVER ENTERS THE DREAD PURPLE DIMENSION, DOES SO AT HIS OWN RISK!"
--TO REJOIN HIS PHYSICAL SHELL IN THE ROOM BELOW.
COULD I HAVE SAVED THEM FROM EXILE IN THE PURPLE DIMENSION? PERHAPS, IF I HAD CHOSEN THEIR ROOM OF IMPRISONMENT... RATHER THAN LETTING THE FORCES IN THESE WALLS DO IT FOR ME!
AS I AM THE MASTER OF THIS HOUSE, I MUST ACCEPT RESPONSIBILITY FOR THE POWER HEREIN. THAT, TOO, IS MY DESTINY.
WITH BUT A GESTURE, THE ASTRAL SORCERERER SENDS THE ENCHANTED GLOBE WAFTING BACK TO ITS RESTING PLACE, EVEN AS HE SINKS THROUGH THE FLOOR--

I MUST GIVE SOME THOUGHT TO THIS MATTER... ANOTHER DAY.
ARE YOU SURE STEPHEN IS ALL RIGHT? HE JUST SITS THERE SO STILL!
I KNOW. IT TAKES GETTING USED TO.
FEAR NOT. THE MASTER REJOINS US.
EVERYTHING COPACETIC, DOC?
YES. OUR UNWANTED GUESTS HAVE PLACED THEMSELVES BEYOND MORTAL CARE.
STEPHEN, I FEEL JUST AWFUL! THOSE... PEOPLE USED ME TO GET AT YOU... JUST AS MORDO USED ME TO GET AT YOU! # AND I WAS TAKEN IN SO EASILY!
THE INTERVIEW SOUNDED LIKE SUCH A GOOD WAY FOR ME TO GET TO KNOW YOU BETTER -- BUT, INSTEAD, IT PLACED YOU IN DANGER! I... OH, I DON'T KNOW WHAT TO SAY!
MORGANA.
#DOCTOR STRANGE #50.
THERE IS NO NEED TO SAY ANYTHING.
BEFORE CLEA LEFT, SHE SAID THAT MY PLACE WAS WITH YOU. PERHAPS SHE WAS RIGHT ...JUST NOW I CANNOT SAY.
LOVE IS A VERY WONDERFUL GIFT, MORGANA -- A MOST PRECIOUS GIFT. I FRANKLY DO NOT KNOW IF I AM READY TO LOVE AGAIN.
BUT I AM WILLING TO BE YOUR FRIEND. WILL THAT DO FOR NOW?
21

BOY, AM I GLAD YOU SAID THAT!
STEPHEN, I'VE BEEN SO CONFUSED IN THE PAST FEW WEEKS! THE FEELINGS I'VE HAD FOR YOU HAVE BEEN WONDERFUL... AND A LITTLE FRIGHTENING! EVERYTHING'S HAPPENED SO FAST--
--I THINK I'D LIKE IT TO SLOW DOWN JUST A BIT.
YES, STARTING OVER AS FRIENDS SOUNDS VERY GOOD TO ME.
OF COURSE, YOU REALIZE THAT IT'S NOT GOING TO BE EASY FOR ME TO BE YOUR FRIEND! I DON'T KNOW IF I'LL EVER GET USED TO THIS "JOB" OF YOURS!
BUT I'LL TRY. I PROMISE.
WE... STILL HAVE MUCH TO DISCUSS.
WONG?
I WILL BRING MORE TEA, MASTER!
UH... I THINK I'LL GIVE YOU A HAND, WONG!
LET'S LEAVE THEM ALONE FOR A WHILE. THEY'VE BOTH BEEN THROUGH A LOT.
THAT IS SO, SARA. AND THEY WILL NO DOUBT HAVE TO ENDURE EVEN MORE IN THE DAYS AHEAD.
FOR NOW, IT IS BEST THAT THEY ENJOY THE PEACE OF THIS MOMENT.
"And as each story ends, a new one yet begins!" -- Aleron the Elder.

THE ORIGIN OF THE UNCANNY X-MEN®

WHEN PROFESSOR CHARLES XAVIER REQUIRED STRENGTH ABOVE AND BEYOND HIS OWN TO RESCUE HIS FORMER FRIENDS AND PUPILS, HE COULD NOT CALL UPON ORDINARY MEN!

UTILIZING A COMBINATION OF THE MOST ADVANCED TECHNOLOGY AND HIS OWN FORMIDABLE MENTAL TELEPATHY, HE LOCATED THOSE HE NEEDED FROM ALL CORNERS OF THE GLOBE--
--MUTANTS, GIFTED WITH UNUSUAL POWERS!
STORM--WORSHIPPED AS A GODDESS IN EAST AFRICA DUE TO HER ABSOLUTE CONTROL OF THE FORCES OF NATURE!
ORORO, THE WORLD HAS NEED OF YOU NOW.

NIGHTCRAWLER--HUNTED IN GERMANY BECAUSE OF HIS BIZARRE APPEARANCE, FANTASTIC AGILITY, AND HIS ABILITY TO TELEPORT!
I OFFER REFUGE AT MY SCHOOL FOR GIFTED YOUNGSTERS, KURT WAGNER.

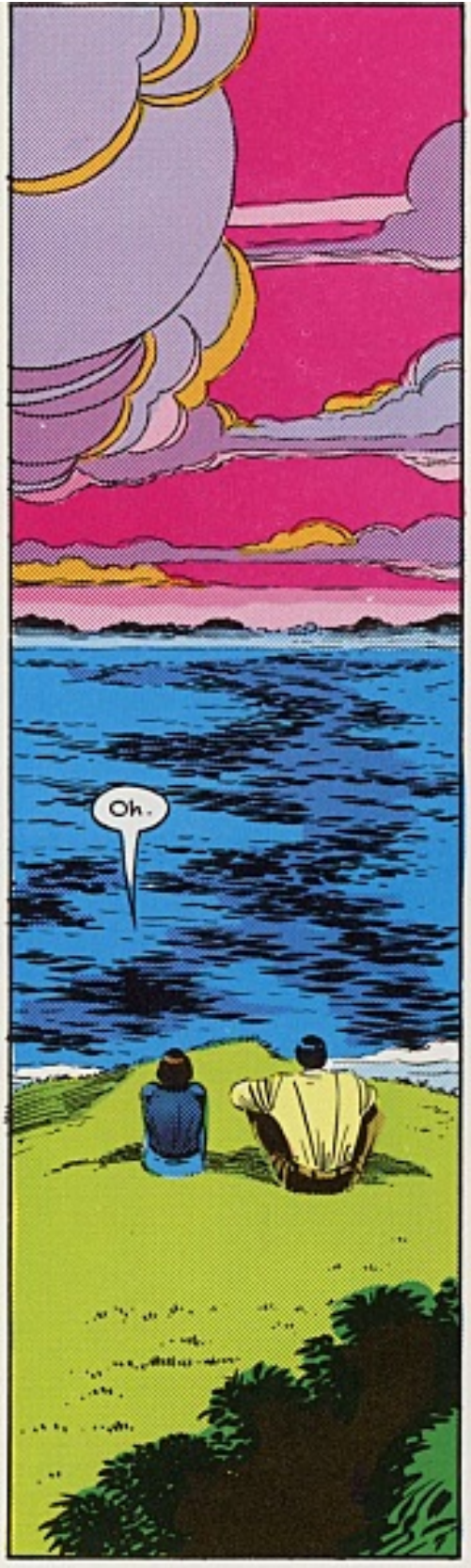
I CAN HELP YOU LEARN TO CONTROL YOUR GREAT POWER, PIOTR RASPUTIN.
COLOSSUS--HIDING THE STRENGTH AND INVULNERABILITY THAT ACCOMPANY HIS TRANFORMATIONS TO ORGANIC STEEL IN SIBERIA!

WOLVERINE--USING HIS ENHANCED SENSES, SUPER-STRONG SKELETON, AND EXTRAORDINARY HEALING FACTOR IN THE SERVICE OF THE CANADIAN GOVERNMENT!
LOGAN, YOUR FELLOW MUTANTS ARE IN DANGER...
SNIKT!
AIN'T INTERESTED, BUB.

UNLESS, OF COURSE, YOU CAN CUT ME A BETTER DEAL THAN THESE TURKEYS.
NO STRINGS, WOLVERINE. YOU WILL BE A MEMBER OF THE MOST UNIQUE TEAM ON EARTH.

MY FRIENDS, ALLOW ME TO PRESENT SCOTT SUMMERS...
--THE MAN CALLED CYCLOPS!
MY STAR PUPIL, HE WILL BE THE FIELD LEADER OF MY UNCANNY X-MEN!

A LOVELY DAY.
SURE IS.
HOW DO I TELL HER, WHEN I KNOW IT WILL BREAK HER HEART?!
HE'S SO TENSE. I'VE NEVER SEEN PETER SO UPSET. HE'S HARDLY SAID A WORD TO ME SINCE THE X-MEN RETURNED HOME,* WHATEVER'S TROUBLING HIM MUST BE AWFUL.
GEE, YOU AND THE X-MEN GOT KIDNAPPED TO THE FAR SIDE OF THE UNIVERSE -- AND YOU DIDN'T TAKE ME ALONG. I'M HURT -- ANYTHING INTERESTING HAPPEN OUT THERE?
I MET SOMEONE ELSE. WE FELL IN LOVE.
He'll never make me cry
AN ADVENTURE OF THE UNCANNY X-MEN
PRESENTED BY STAN LEE
AND CHRONICLED BY...
CHRIS CLAREMONT, WRITER
JOHN ROMITA, Jr. & DAN GREEN
ARTISTS
TOM ORZECHOWSKI LETTERER
GLYNIS WEIN COLORIST
ANN NOCENTI, EDITOR
JIM SHOOTER, EDITOR-IN-CHIEF
*FROM JAPAN, AFTER LAST ISSUE -- ANN.

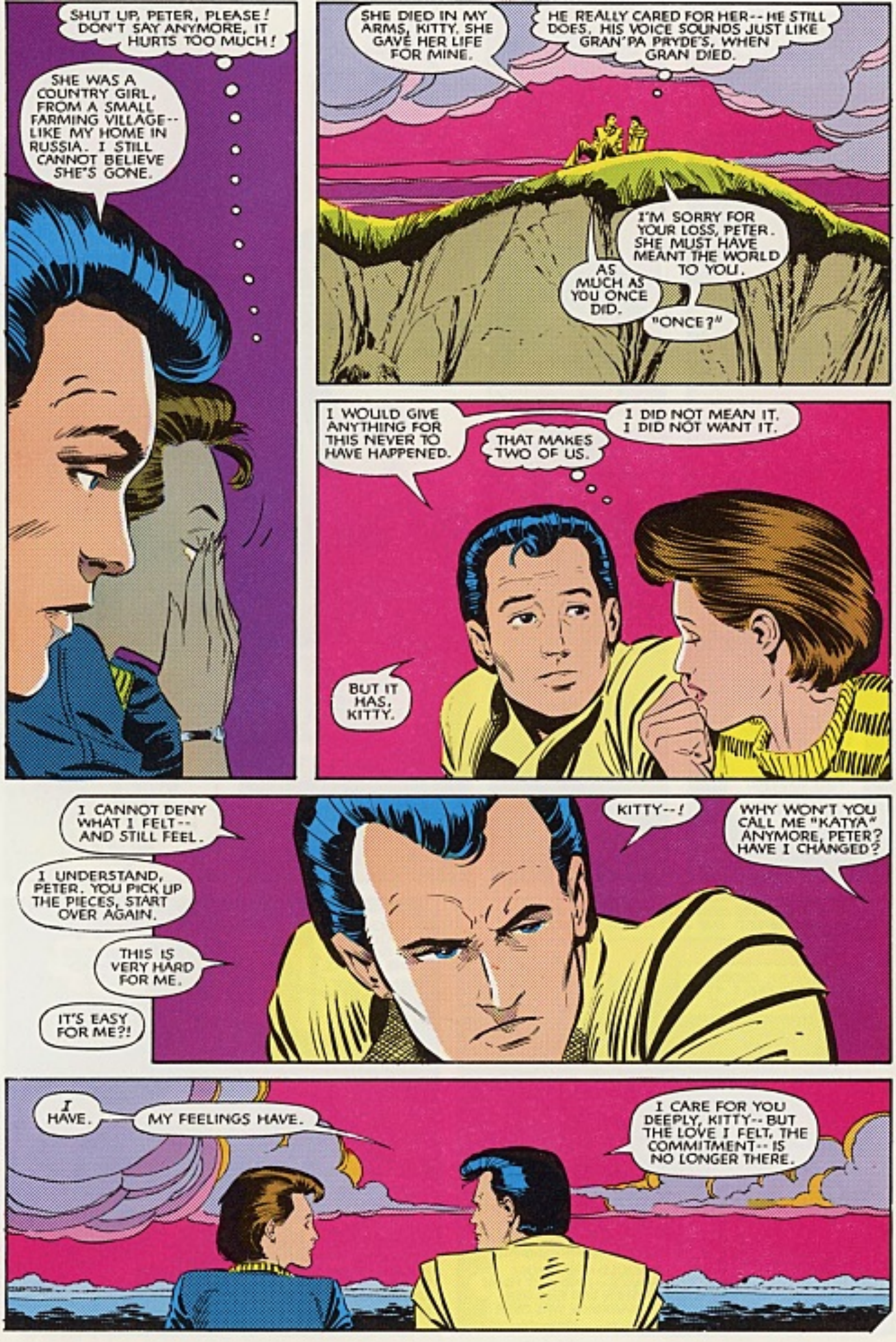

Oh.

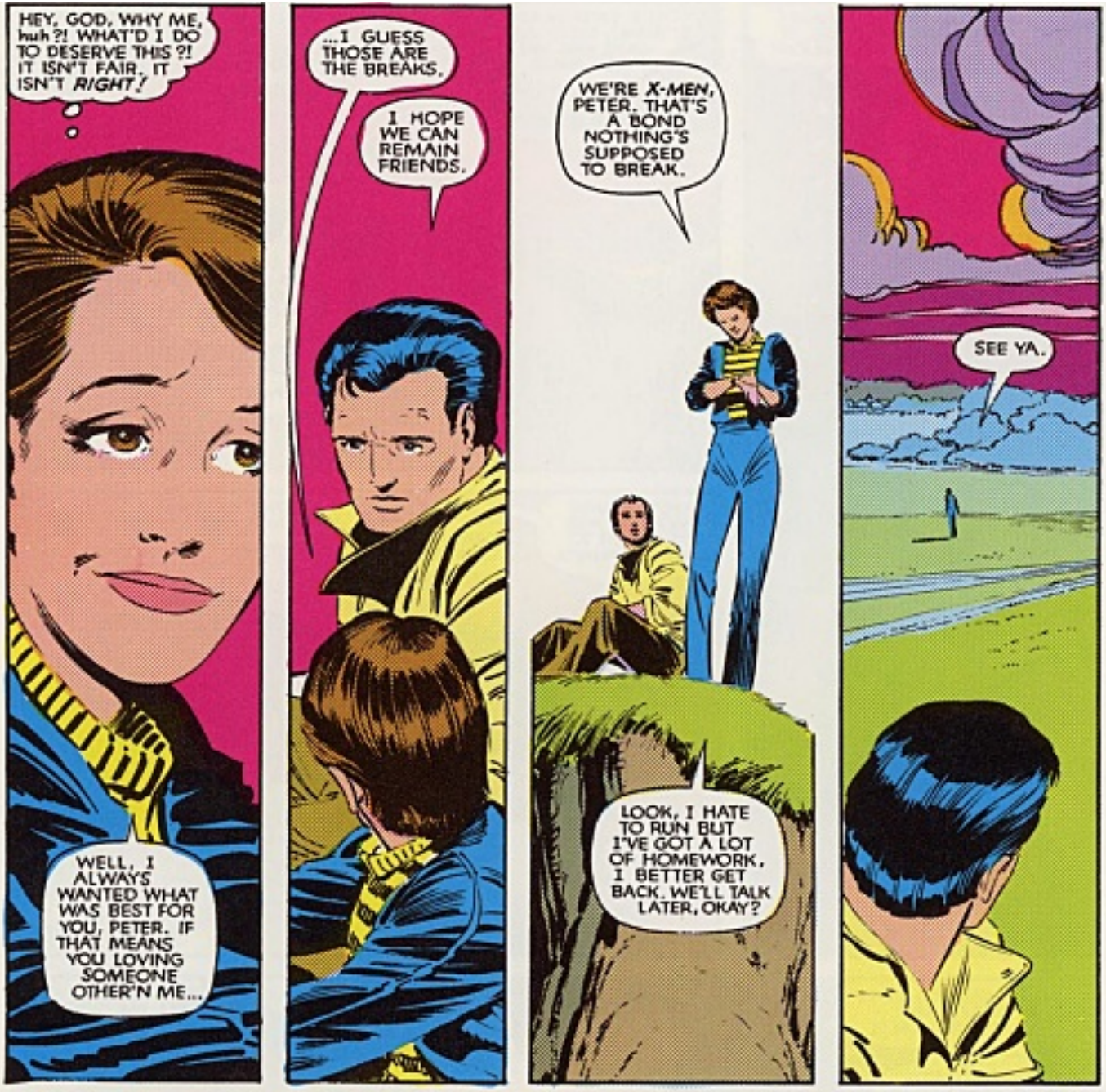
I WISH I KNEW WHAT TO SAY, KITTY.
TELL ME IT'S A JOKE. TELL ME ANYTHING BUT THE TRUTH.
TROUBLE IS, YOU'RE TOO HONORABLE TO LIE. THAT'S ONE OF THE THINGS I LOVE ABOUT YOU.

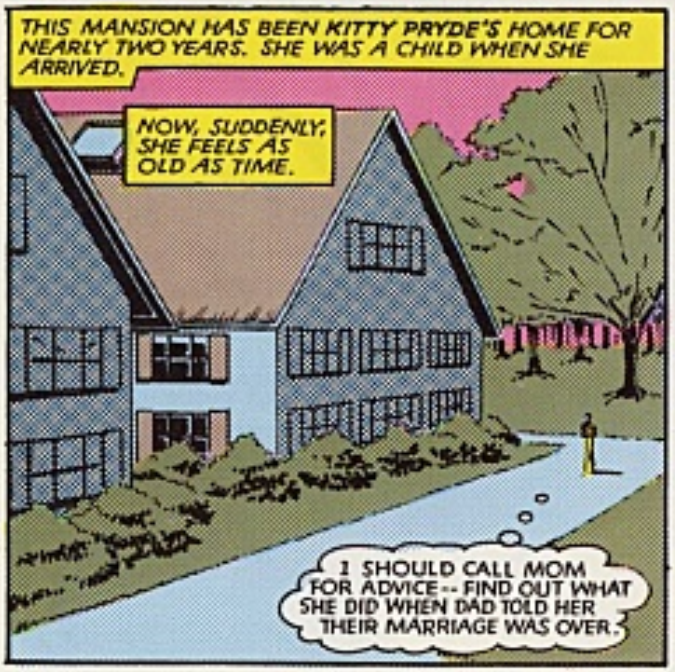
ANYONE... ANYONE I KNOW?
NO. SHE WAS A NATIVE OF THE PLANET THE BEYONDER CREATED. A HEALER. SHE SAVED MY LIFE.
SO DID I.
WAS SHE PRETTY?

AS BEAUTIFUL AS THE DAWN...
POETRY.
...AS GENTLE AS A SPRING RAIN.
FROM A MAN WHO SAID HE NEVER HAD THE WORDS...

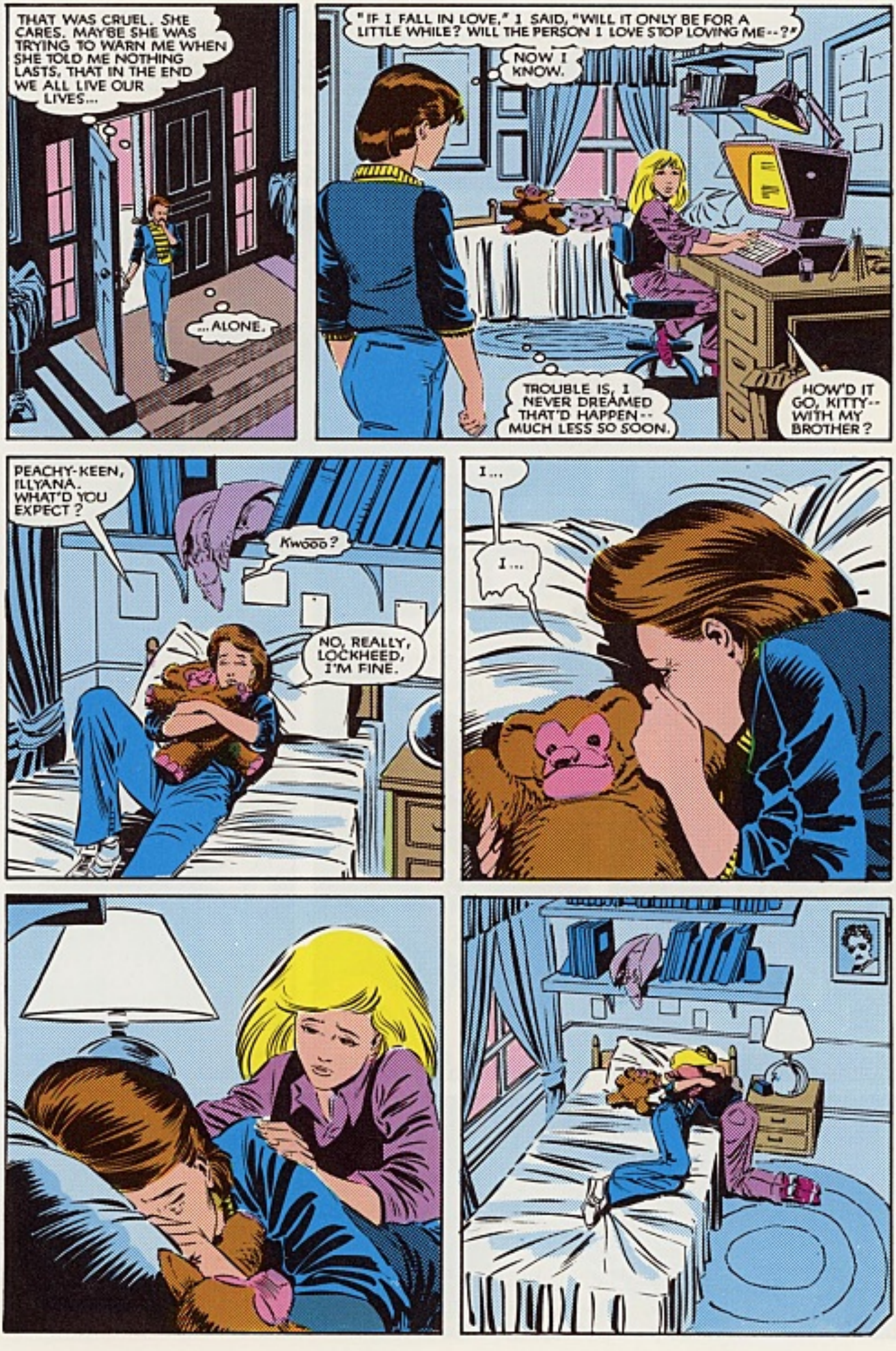
...TO EXPRESS WHAT WAS IN HIS HEART AND SOUL. I GUESS HE FOUND THE WORDS...
...FOR HER. NEVER FOR ME.


SHUT UP, PETER, PLEASE! DON'T SAY ANYMORE, IT HURTS TOO MUCH!
SHE WAS A COUNTRY GIRL, FROM A SMALL FARMING VILLAGE-- LIKE MY HOME IN RUSSIA. I STILL CANNOT BELIEVE SHE'S GONE.
SHE DIED IN MY ARMS, KITTY. SHE GAVE HER LIFE FOR MINE.
HE REALLY CARED FOR HER-- HE STILL DOES. HIS VOICE SOUNDS JUST LIKE GRAN'PA PRYDE'S, WHEN GRAN DIED.
I'M SORRY FOR YOUR LOSS, PETER. SHE MUST HAVE MEANT THE WORLD TO YOU.
AS MUCH AS YOU ONCE DID.
"ONCE?"
I WOULD GIVE ANYTHING FOR THIS NEVER TO HAVE HAPPENED.
I DID NOT MEAN IT. I DID NOT WANT IT.
THAT MAKES TWO OF US.
BUT IT HAS, KITTY.
I CANNOT DENY WHAT I FELT-- AND STILL FEEL.
I UNDERSTAND, PETER. YOU PICK UP THE PIECES, START OVER AGAIN.
THIS IS VERY HARD FOR ME.
IT'S EASY FOR ME?!
KITTY--!
WHY WON'T YOU CALL ME "KATYA" ANYMORE, PETER? HAVE I CHANGED?
I HAVE.
MY FEELINGS HAVE.
I CARE FOR YOU DEEPLY, KITTY-- BUT THE LOVE I FELT, THE COMMITMENT-- IS NO LONGER THERE.

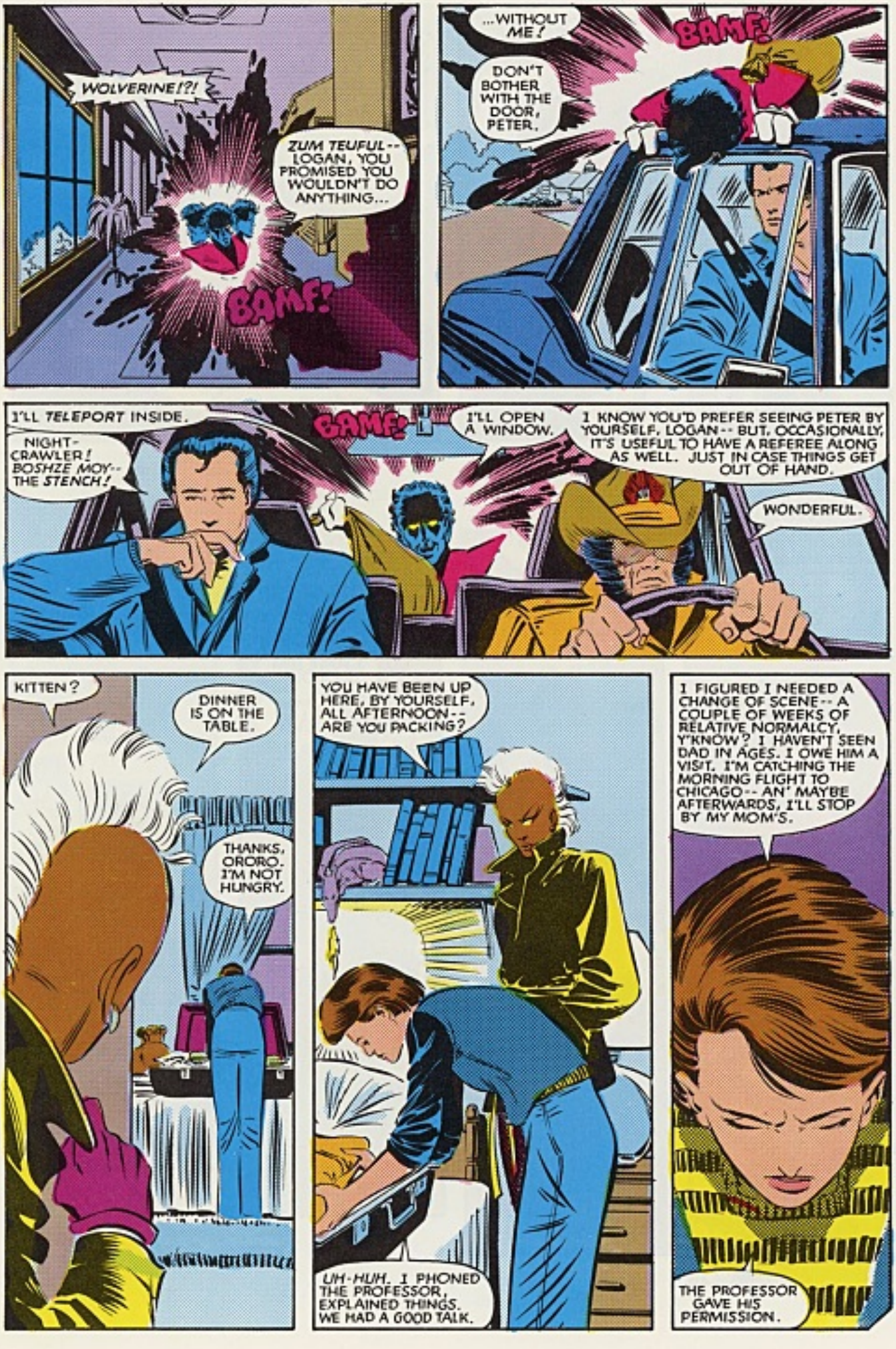

HEY, GOD, WHY ME, huh?! WHAT'D I DO TO DESERVE THIS?! IT ISN'T FAIR, IT ISN'T *RIGHT!*
WELL, I ALWAYS WANTED WHAT WAS BEST FOR YOU, PETER. IF THAT MEANS YOU LOVING SOMEONE OTHER'N ME...
...I GUESS THOSE ARE THE BREAKS.
I HOPE WE CAN REMAIN FRIENDS.
WE'RE X-MEN, PETER. THAT'S A BOND NOTHING'S SUPPOSED TO BREAK.
LOOK, I HATE TO RUN BUT I'VE GOT A LOT OF HOMEWORK. I BETTER GET BACK. WE'LL TALK LATER, OKAY?
SEE YA.

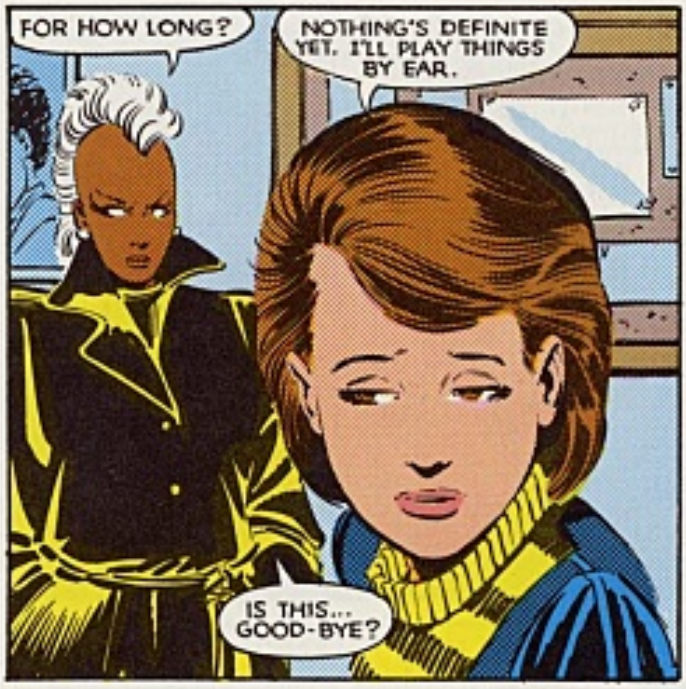

THIS MANSION HAS BEEN KITTY PRYDE'S HOME FOR NEARLY TWO YEARS. SHE WAS A CHILD WHEN SHE ARRIVED.
NOW, SUDDENLY, SHE FEELS AS OLD AS TIME.
I SHOULD CALL MOM FOR ADVICE-- FIND OUT WHAT SHE DID WHEN DAD TOLD HER THEIR MARRIAGE WAS OVER.

ORORO'S WATCHING. I GUESS SHE KNOWS.
EVERYONE PROBABLY KNOWS.
DON'T SWEAT IT, STORM. I'M A BIG GIRL. I CAN HANDLE THINGS FINE. I'LL MAKE YOU PROUD. I'LL BE AS STRONG AND TOUGH AND HEARTLESS AS YOU.


THAT WAS CRUEL. SHE CARES. MAYBE SHE WAS TRYING TO WARN ME WHEN SHE TOLD ME NOTHING LASTS, THAT IN THE END WE ALL LIVE OUR LIVES...
...ALONE.
"IF I FALL IN LOVE," I SAID, "WILL IT ONLY BE FOR A LITTLE WHILE? WILL THE PERSON I LOVE STOP LOVING ME--?"
NOW I KNOW.
TROUBLE IS, I NEVER DREAMED THAT'D HAPPEN-- MUCH LESS SO SOON.
HOW'D IT GO, KITTY-- WITH MY BROTHER?
PEACHY-KEEN, ILLYANA. WHAT'D YOU EXPECT?
Kwooo?
NO, REALLY, LOCKHEED, I'M FINE.
I...
I...

YOU PICKED THE PERFECT WEEKEND TO BE OFF WITH THE NEW MUTANTS, PROFESSOR. YOU ARE SORELY MISSED, AND NEEDED.
ROGUE'S BITTERNESS -- AND FEAR -- OVER HER UNCONTROLLABLE POWERS MAY WELL DRIVE HER BACK TO THE BROTHERHOOD OF EVIL MUTANTS...
...AND HEAVEN ONLY KNOWS WHAT WILL COME OF PETER'S CONVERSATION WITH KITTY. I HEARD HER SOBBING, POOR THING. ILLYANA WAS WITH HER, IT FELT SOMEHOW... WRONG FOR ME TO INTRUDE THEN.
I LOVE PETER DEARLY, BUT BETTER HE HAD DIED ON THE BEYONDER'S WORLD THAN RETURN TO BRING MY KITTEN SUCH GRIEF.
MEANWHILE, UPSTAIRS...
'BOUT TIME, BUB. I WAS BEGINNIN' T' THINK YOU'D NEVER SHOW.
SHTŌ?
WOLVERINE!
I WAS WALKING, TRYING TO CLEAR MY THOUGHTS.
LITTLE LATE, AIN'T'CHA? THE DAMAGE HAS BEEN DONE.
LET ME PASS, PLEASE.
NOPE. YOU'RE COMIN' WITH ME, INTO TOWN, FOR A LITTLE -- LONG OVERDUE -- TALK.
SOME OTHER TIME, PERHAPS. I AM REALLY NOT IN THE MOOD.
I DON'T RECALL GIVIN' YOU A CHOICE, PETER.
BAM!
WOLVERINE?!?


WOLVERINE!?!
ZUM TEUFUL-- LOGAN, YOU PROMISED YOU WOULDN'T DO ANYTHING...
BAMF!
...WITHOUT ME!
DON'T BOTHER WITH THE DOOR, PETER.
BAMF!
I'LL TELEPORT INSIDE.
NIGHT-CRAWLER! BOSHZE MOY-- THE STENCH!
BAMF!
I'LL OPEN A WINDOW.
I KNOW YOU'D PREFER SEEING PETER BY YOURSELF, LOGAN-- BUT, OCCASIONALLY, IT'S USEFUL TO HAVE A REFEREE ALONG AS WELL. JUST IN CASE THINGS GET OUT OF HAND.
WONDERFUL.
KITTEN?
DINNER IS ON THE TABLE.
THANKS, ORORO. I'M NOT HUNGRY.
YOU HAVE BEEN UP HERE, BY YOURSELF, ALL AFTERNOON-- ARE YOU PACKING?
UH-HUH. I PHONED THE PROFESSOR, EXPLAINED THINGS. WE HAD A GOOD TALK.
I FIGURED I NEEDED A CHANGE OF SCENE-- A COUPLE OF WEEKS OF RELATIVE NORMALCY, Y'KNOW? I HAVEN'T SEEN DAD IN AGES. I OWE HIM A VISIT. I'M CATCHING THE MORNING FLIGHT TO CHICAGO-- AN' MAYBE AFTERWARDS, I'LL STOP BY MY MOM'S.
THE PROFESSOR GAVE HIS PERMISSION.


FOR HOW LONG?
NOTHING'S DEFINITE YET. I'LL PLAY THINGS BY EAR.
IS THIS... GOOD-BYE?

PART OF ME WANTS IT TO BE.
I CAN'T STOP CRYING, ORORO-- BUT I'LL DIE BEFORE I LET PETER SEE MY TEARS. HE DOESN'T DESERVE THEM. AND I DON'T CARE HOW UNFAIR THAT SOUNDS.
WHEN I'M OUT OF TEARS, THEN MAYBE I'LL BE BACK.

YOU KNOW WHAT I WISH, MORE THAN ANYTHING-- THAT I COULD RESURRECT PETER'S BELOVED TO LIFE, TO PERFECT HEALTH, RIGHT HERE IN SALEM CENTER.
AT LEAST, THEN, I'D HAVE SOMETHING TO FIGHT.

BUT HOW D'YOU COMPETE WITH A GHOST?!
OH, CRIPES, HERE I GO AGAIN!

BEAR WITH IT, CHILD-- ENDURE-- THE PAIN WILL PASS.
I HATE HIM, ORORO.
WITH ALL MY HEART.

I LOVE HIM.

MANHATTAN--
MONAHAN'S
CKI'S
MONAHAN'S
--A WEST VILLAGE WATERING HOLE STILL MORE NEIGHBORHOOD THAN TRENDY...
... WHERE THE LOW LIGHTS AND DARK WOOD WALLS MAKE IT EASIER FOR NIGHTCRAWLER TO REMAIN INCONSPICUOUS...
... AND THE PATRONS PRETTY MUCH MIND THEIR OWN BUSINESS.
FEMALE
DINNER WAS EXCELLENT, MY FRIENDS...
JA--BUT IT'S LEFT ME WITH A TERRIBLE THIRST, PETER, WOULD YOU MIND ORDERING THE FIRST ROUND?
THREE DRAFTS AN' A WHISKEY CHASER FOR THE COWBOY? OKAY, BUT I WANT'A SEE SOME J.D. FIRST-- YOU LOOK A LITTLE YOUNG T' ME, FELLA.
I AM NEARLY TWENTY!
GOT PROOF?
N'T BOTHER
TENDER
PETER'S BEING "CARDED."
SO WHAT, HE'S LEGAL.
LOGAN, I KNOW YOUR INTENTIONS FOR TONIGHT...
IF YOU'RE SMART THEN, ELF...
... YOU'LL STAY OUT OF MY WAY.
HE'S JUST A BOY!
THEN HE DESERVES A SPANKIN'! IF HE'S A MAN, THOUGH, IT'S TIME HE FACED THE CONSEQUENCES OF HIS ACTIONS. EITHER WAY, I'M TAKIN' A PIECE OUT OF HIM.

HOURS LATER--
--AFTER A GREAT MANY DRINKS AND INCREASINGLY HEATED WORDS...
Y'OWE KITTY AN APOLOGY-- AN' US AN EXPLANATION!
I TOLD YOU! I FELL IN LOVE WITH ANOTHER-- IS THAT A CRIME?!
WHAT YOU FELT WASN'T LOVE.
HOW DO YOU KNOW?! ARE YOUR ENHANCED ANIMAL SENSES ABLE TO SEE INTO MY HEART AND SOUL? BY WHAT RIGHT DO YOU TELL ME HOW TO RUN MY LIFE?!!
YOU'RE MAKIN' A BAD MISTAKE, PETER. YOU'RE HURTIN' TWO PEOPLE I CARE FOR--
--YOURSELF, DUMMY, AND KITTY!
SHOULD I HAVE LIED TO HER, PRETENDED EMOTIONS THAT NO LONGER EXIST?! THAT WOULD HAVE BEEN TRUE CRUELTY.
ARE YOU SO CERTAIN -- OF YOUR FEELINGS, I MEAN?
DA-- ABSOLUTELY.
YOU SURE YOU AIN'T JUST SCARED?
OF WHAT--?!
SOMETIMES, BUB, WINNIN'S AS HARD TO DEAL WITH AS LOSIN'.
KITTY'S NOT A KID ANYMORE-- YOU TWO WERE GOIN' BEYOND PLAYIN' GAMES. YOU WERE THINKIN' MARRIAGE, A LIFE TOGETHER. AT THE SAME TIME, YOU SUDDENLY HAD COMPETITION-- FROM *DOUG RAMSEY*-- SOMEONE KITTY'S AGE, AS SMART AS HER, WITH TH' SAME UPBRINGIN' AN' INTERESTS.
IT'S EASY T' MOON OVER A LOST LOVE-- T' FANTASIZE OVER WHAT MIGHT HAVE BEEN, SECURE IN THE KNOWLEDGE THAT IT'LL NEVER HAPPEN-- IT MAKES A GREAT EXCUSE FOR NOT FACIN' THE RISKS AN' DEMANDS O' REALITY.
WHO ARE *YOU* TO TALK?! YOU WALKED AWAY FROM THE WOMAN YOU PROFESSED TO LOVE!

I LEFT MARIKO 'CAUSE SHE ASKED ME. OUR SEPARATION'S A MATTER O' HONOR AN' DUTY-- F'R US, THAT TRANSCENDS LOVE, NO MATTER HOW MUCH IT HURTS.
IF I HAD TRULY LOVED KITTY, WOLVERINE, HOW THEN COULD I HAVE SO EASILY FALLEN FOR ANOTHER?!
FEAR MAKES A BODY DO STUPID THINGS SOMETIMES.
WHOA!
DO YOU CALL ME A COWARD?!
YUP.
I KNOW THAT SCENT!
"IT'S BEEN A WHILE SINCE OUR PATHS LAST CROSSED-- MURPHY'S LAW WOULD BRING HIM IN HERE TONIGHT.
"THERE'S ONLY THE ONE FAMILIAR SCENT-- AT LEAST HE DIDN'T BRING HIS PARTNER.
"HE'S CLOSE--
"--BINGO!
HE'S IN CIVVIES-- RELAXED AN' ON THE PROWL. LOOKS LIKE THE X-MEN ARE THE LAST THING ON HIS MIND--
--WHICH SUITS ME FINE.
HE HASN'T SPOTTED US. I AIM T' KEEP IT THAT WAY. WE'VE GOTTA GET OUTTA THIS JOINT FAST AN' QUIETLY, WITHOUT ATTRACTING ANY ATTENTION. HE'S SEEN US OUT OF COSTUME. HE KNOWS OUR FACES.
ON YOUR FEET, BOY, YOU NEED SOME AIR.
WAS IST--?!
'PORT AHEAD, ELF. MEET US OUTSIDE. I'LL EXPLAIN THERE.

AND SUPPOSE I DO NOT WISH TO LEAVE--?!
PETEY!
THAT'S TORN IT!
HEY!
FORGIVE ME, SIR, IT WAS AN ACCIDENT. I WILL BE GLAD TO REPAY...
DARN STRAIGHT, BOZO--
--ONLY MONEY AIN'T GOOD ENOUGH!
I'M TAKIN' IT OUTTA YOUR HIDE!!
WHOUNFF!
BRASH!
HAD I NOT TRANSFORMED INTO MY ARMORED SELF, THAT IMPACT MIGHT HAVE KILLED ME!
I DID NOT DESIRE A FIGHT, COMRADE. BUT SINCE YOU INSIST, I WILL GIVE YOU ONE...
...YOU WILL NEVER FORGET!

WE'D BETTER STOP THIS, WOLVERINE. THE MAN AT THE BAR HASN'T A PRAYER!
NICE THOUGHT, PAL, BUT IF ANY-ONE'S IN TROUBLE...
CRASH!
...IT'S PETEY-- DUCK!
WE'LL MOVE IN IF THINGS GET OUT O' HAND, 'TILL THEN...
...I AIM T' SIT BACK AN' ENJOY THE SHOW.
"IT'S WHAT THE BOY DESERVES--
"--WHAT I WAS PLANNIN' T' DO TO HIM MYSELF."
RUFFIANS!
TWENTY ONNA BIG GUY!
SAMMY, THEY'RE BOTH BIG!
SHOULDN'T SOMEONE CALL THE COPS?
BE MY GUEST-- PHONE'S BEHIND THE BAR.
HOW KIND YOU ARE--AND HANDSOME.
I FEEL SO MUCH SAFER WITH YOU BESIDE ME.

I'M GONNA MASH YOU FLAT AS TIN, RUSSKIE!
IT'S YOU AN' ME, THIS TIME--ONE-ON-ONE! YOU AIN'T GOT YOUR WIMP X-BUDDIES T' SAVE YOUR BUTT!
I DO NOT NEED THEM!
WHO IS THIS MADMAN?! HE KNOWS OF THE X-MEN--AND OBVIOUSLY HATES US--BUT I DO NOT RECOGNIZE HIM.
TUNCH!
AND WHAT OF WOLVERINE AND NIGHTCRAWLER--ARE THEY JUST WATCHING?!?
I COME HOME T' THIS CRUMMY BURG FOR A LOUSY VISIT--AN', WHAM, THAT LOUSY WALL-CRAWLER TRAPS ME INNA BLOCK O' SOLID CONCRETE!
SNAP!
*A SOMEWHAT BIASED RECAP OF THE EVENTS OF SPIDER-MAN #230 --ARCHIVIST ANN.
I FINALLY BUST MY WAY OUT--AN' HEAD FOR MY FAVORITE BAR FOR A LITTLE R-'N'-R. I MEET A NICE LADY, THINGS CLICK FOR ONCE, I'M ENJOYIN' MYSELF--
--AN' THEN YOU MUCK IT UP!
YOU X-MEN'VE MADE MY LIFE MISERABLE, COLOSSUS!

WHAMO!
HERE'S WHERE JUGGERNAUT RETURNS THE COMPLIMENT!!
MY BAR!!
THANK GOODNESS YOUR INSURANCE COVERS SUPER HERO BATTLES!
HEY, THESE DAYS, INNA BIG APPLE, YOU CAN'T SURVIVE WITHOUT IT.
PEOPLE--THIS IS NO FUN FIGHT, THEY MEAN BUSINESS!
LADIES AN' GENTS, I HAVE A SUGGESTION.
RUN!
555
THE CHICK SPLIT.
GREAT. THANKS A LOT, POTATO-BRAIN--THAT'S ANOTHER ONE YOU OWE ME.
TOO BAD YOU'RE ALREADY FLATTENED, CHUMP.
I WAS JUST GETTIN' STARTED.
WHAT A SURPRISE, COMRADE--
--SO WAS I!!

THAT'S WHAT I LIKE ABOUT YOU X-MEN, BOY-- YOU'RE GLUTTONS FOR PUNISHMENT.
CRASH!
I AM NO BOY!
TOUCHY-TOUCHY-- HIT A NERVE, DID I? WELL, IF YOU DON'T LIKE WHAT I'M SAYIN', YOU KNOW HOW TO SHUT ME UP!
C'MON, COLOSSUS-- LET'S SEE WHAT YOU CAN DO!
TAKE YOUR BEST SHOT!
LOGAN, THE BAR'S A SHAMBLES-- WE HAVE TO DO SOMETHING!
GOT ANY SUGGESTIONS?
THAT'S JUGGERNAUT, PAL-- THE CLOSEST THING ON EARTH TO AN IRRESISTIBLE FORCE.
LOOK, IF INSURANCE WON'T COVER THE DAMAGES, I WILL. THIS IS ONE SCRAP WORTH PAYIN' FOR.
"AND COLOSSUS?"
"HE SAID HE DON'T NEED US, ELF. I'M TAKIN' HIM AT HIS WORD."
THAT, SUCKER, WAS MY SUNDAY PUNCH!

AN' THIS IS WHAT MY PARTNER BLACK TOM CASSIDY'D CALL...
...THE COUP DE GRACE!!
RRIP!
FOOMF!
TOP THAT, FELLA, IF YOU CAN!
NOT TOO SHABBY, MUSCLES.
I MISSED YOU CLOWNS?! HOW COME?!?
JUST LUCKY, I GUESS.
YOU LOOKIN' FER A PIECE O' THIS ACTION?!
NOPE.
SMART PLAY, SHRIMP.
YOU TELL THE KID FROM ME HE DID HIMSELF PROUD. HE'S GOT GUTS AN' HEART-- AN' HE THROWS A MEAN RIGHT CROSS--

--BUT IF HIM OR YOU OR ANY OF THE X-MEN GET IN MY WAY AGAIN, EVEN BY ACCIDENT, I WON'T BE SO NICE.
NEITHER WILL WE.
THIS IS FOR THE OWNER, T' FIX HIS PLACE.

BE SEEIN' YA!
COUNT ON IT, BUB.
HOW YA DOIN', HERO? ALL THE PIECES STILL WORK?

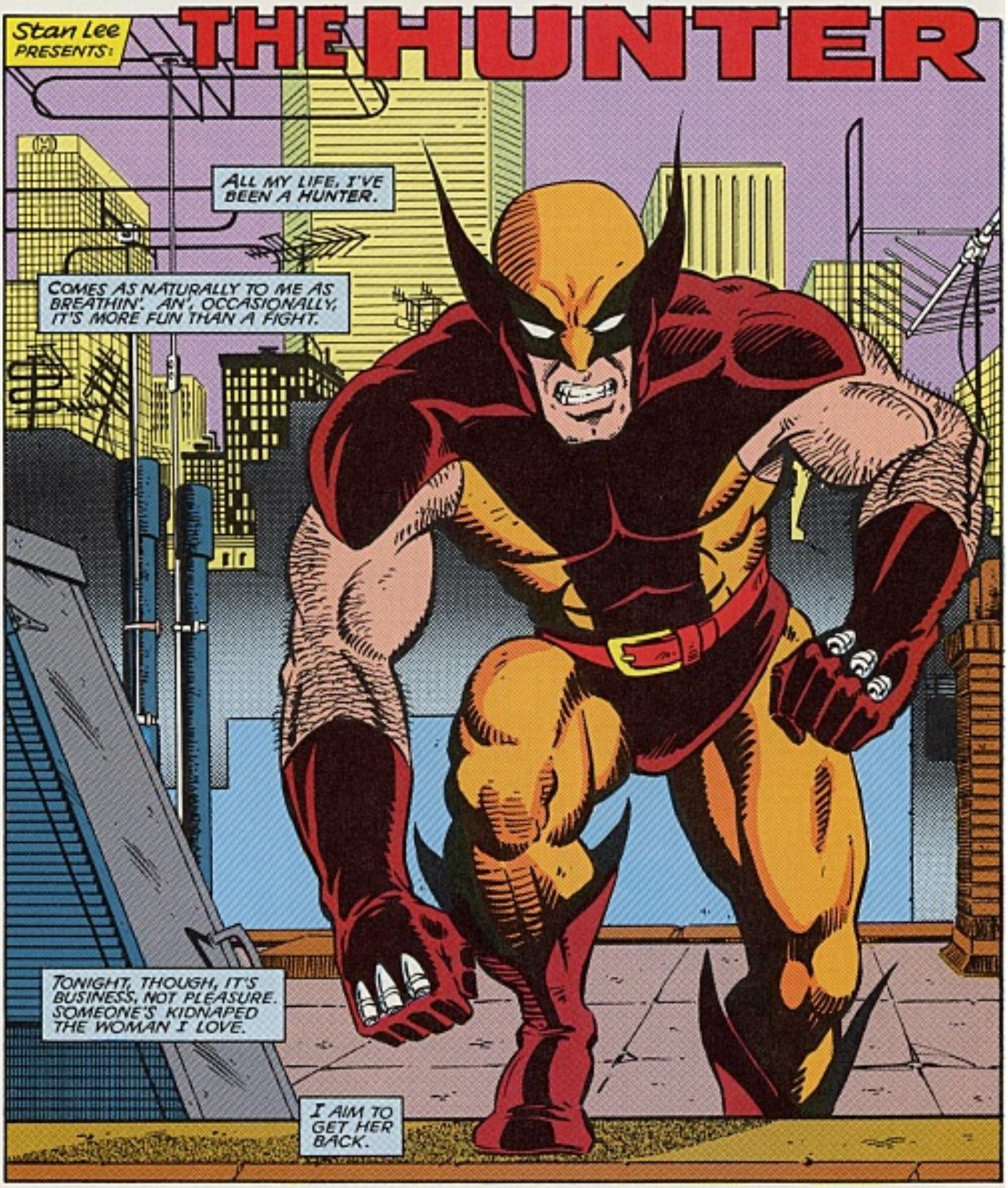
LEAVE ME BE! I NEED NO HELP, WOLVERINE, LEAST OF ALL FROM YOU!
WHERE IS JUGGERNAUT?!
GONE. FIGHT'S OVER, PETEY. YOU LOST.

YOU LET ME FIGHT ALONE. YOU DIDN'T EVEN TRY TO STOP HIM!
YUP.
WE ARE X-MEN! WE ARE SUPPOSED TO STAND BY EACH OTHER!

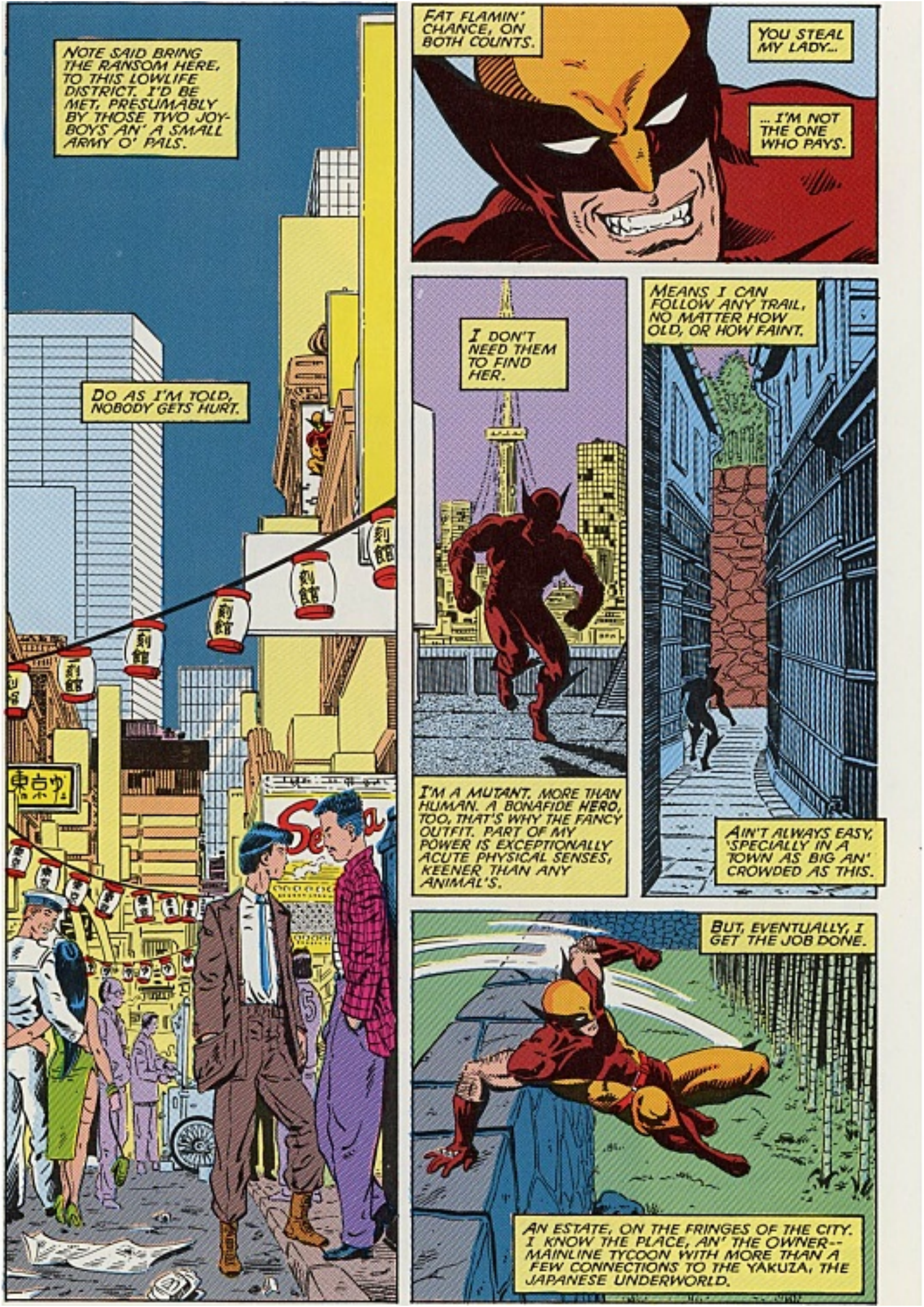
THAT'S THE THEORY.
BUT YOU BETRAYED THAT TRUST!
OH, YEAH? WE STAND TOGETHER, IS THAT RIGHT? THROUGH THICK AN' THIN, NO MATTER WHAT?

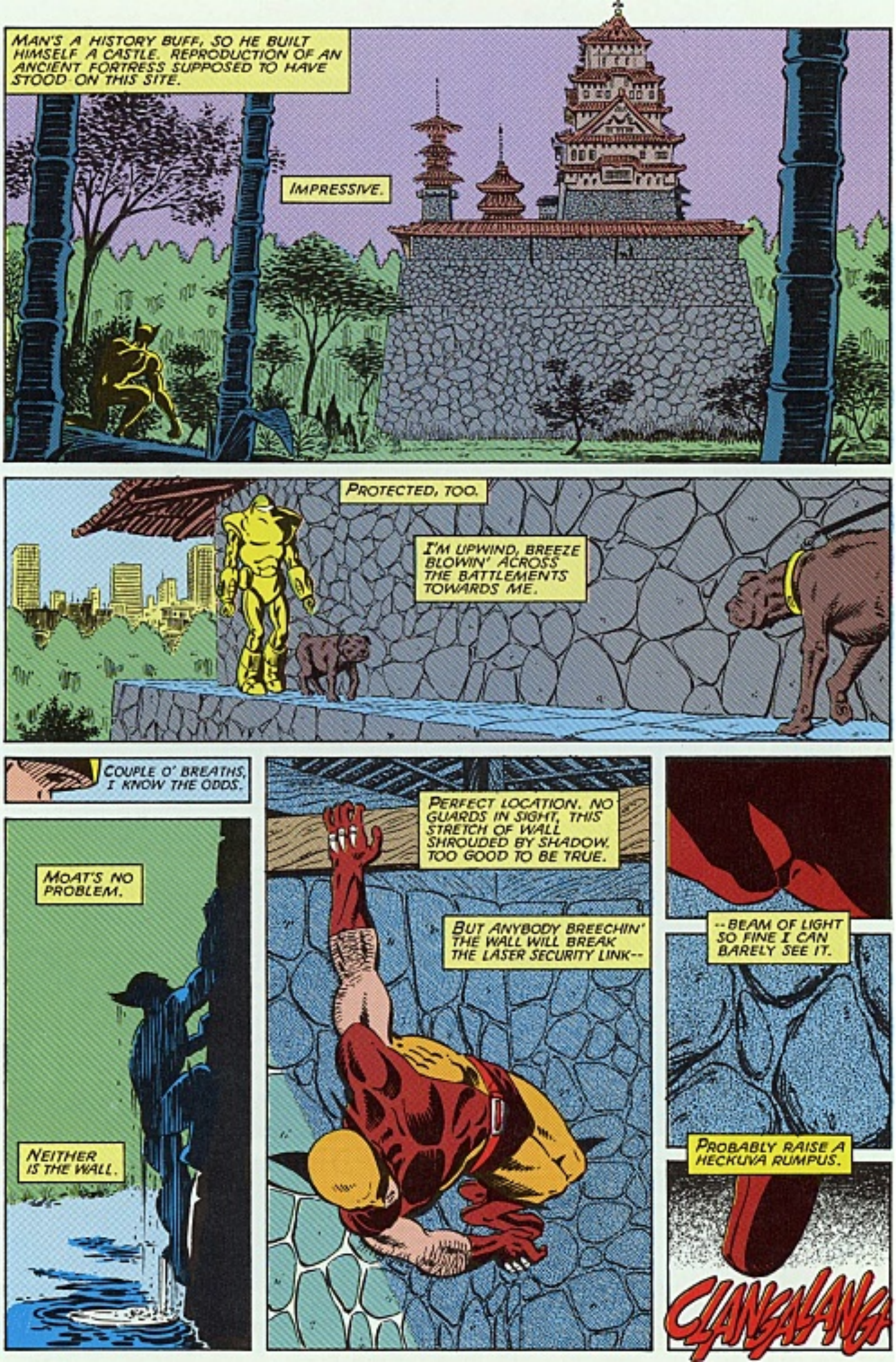
YES!
WE GO TO THE WALL FOR EACH OTHER?
YES!
PAY ANY PRICE, MAKE ANY SACRIFICE -- OUR LIVES, EVEN OUR HONOR?
YES!!
LIKE KITTY DID FOR YOU?

SHE'S 14, PETER. BUT TO SAVE YOU, SHE AGREED TO MARRY CALIBAN AND JOIN THE MORLOCKS. * IF CALIBAN HADN'T RELEASED HER FROM THAT VOW, SHE'D BE THERE TODAY.
YOU NEVER EVEN SAID, "THANK YOU."
FOOD FOR THOUGHT, EH?
FIN


Stan Lee PRESENTS:
THE HUNTER
ALL MY LIFE, I'VE BEEN A HUNTER.
COMES AS NATURALLY TO ME AS BREATHIN'. AN', OCCASIONALLY, IT'S MORE FUN THAN A FIGHT.
TONIGHT, THOUGH, IT'S BUSINESS, NOT PLEASURE. SOMEONE'S KIDNAPED THE WOMAN I LOVE.
I AIM TO GET HER BACK.

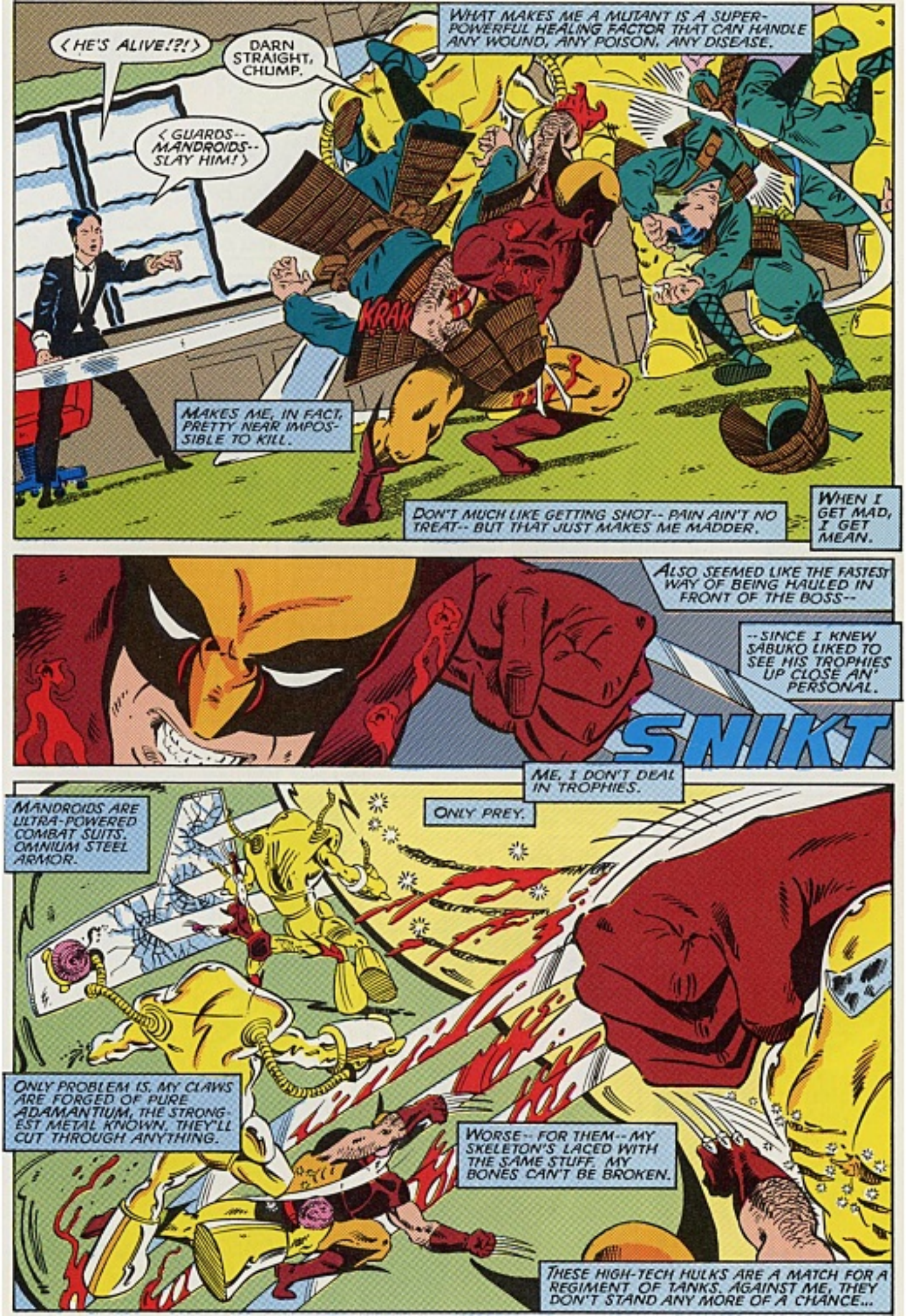
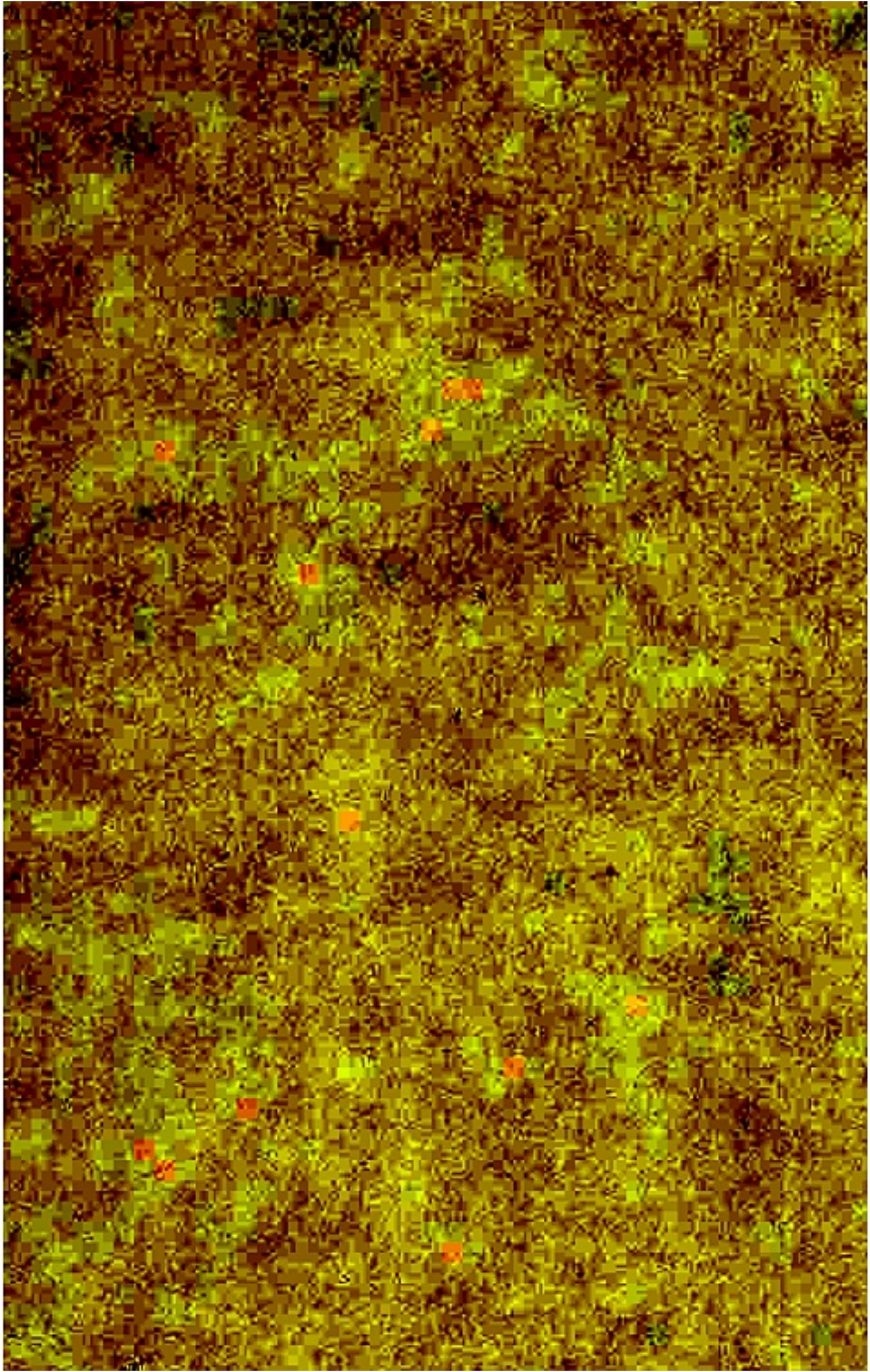
AN ADVENTURE OF WOLVERINE
CHRIS CLAREMONT, writer
MARSHALL ROGERS, penciler
TOM ORZECHOWSKI, letterer
MICHAEL HIGGINS, editor
TOM DeFALCO, editor in chief
TOKYO.
CAPITOL OF JAPAN. PEOPLE SAY, HEIR TO NEW YORK'S TITLE AS DE FACTO CAPITOL OF THE WORLD.
I'M CANADIAN BY BIRTH. BUT THIS CITY, THIS COUNTRY, ARE MY ADOPTED HOME.


NOTE SAID BRING THE RANSOM HERE, TO THIS LOWLIFE DISTRICT. I'D BE MET, PRESUMABLY BY THOSE TWO JOY-BOYS AN' A SMALL ARMY O' PALS.
DO AS I'M TOLD, NOBODY GETS HURT.
FAT FLAMIN' CHANCE, ON BOTH COUNTS.
YOU STEAL MY LADY...
... I'M NOT THE ONE WHO PAYS.
I DON'T NEED THEM TO FIND HER.
I'M A MUTANT. MORE THAN HUMAN. A BONAFIDE HERO, TOO, THAT'S WHY THE FANCY OUTFIT. PART OF MY POWER IS EXCEPTIONALLY ACUTE PHYSICAL SENSES, KEENER THAN ANY ANIMAL'S.
MEANS I CAN FOLLOW ANY TRAIL, NO MATTER HOW OLD, OR HOW FAINT.
AIN'T ALWAYS EASY, 'SPECIALLY IN A TOWN AS BIG AN' CROWDED AS THIS.
BUT, EVENTUALLY, I GET THE JOB DONE.
AN ESTATE, ON THE FRINGES OF THE CITY. I KNOW THE PLACE, AN' THE OWNER-- MAINLINE TYCOON WITH MORE THAN A FEW CONNECTIONS TO THE YAKUZA, THE JAPANESE UNDERWORLD.


MAN'S A HISTORY BUFF, SO HE BUILT HIMSELF A CASTLE. REPRODUCTION OF AN ANCIENT FORTRESS SUPPOSED TO HAVE STOOD ON THIS SITE.
IMPRESSIVE.
PROTECTED, TOO.
I'M UPWIND, BREEZE BLOWIN' ACROSS THE BATTLEMENTS TOWARDS ME.
COUPLE O' BREATHS, I KNOW THE ODDS.
MOAT'S NO PROBLEM.
NEITHER IS THE WALL.
PERFECT LOCATION. NO GUARDS IN SIGHT, THIS STRETCH OF WALL SHROUDED BY SHADOW. TOO GOOD TO BE TRUE.
BUT ANYBODY BREECHIN' THE WALL WILL BREAK THE LASER SECURITY LINK--
--BEAM OF LIGHT SO FINE I CAN BARELY SEE IT.
PROBABLY RAISE A HECKUVA RUMPUS.
CLANGALANG

*TRANSLATED FROM THE JAPANESE.-- MH.

〈SHOT DEAD!〉
〈THE FOOL! HE WAS WARNED!〉
〈NOW THE OTHER YAKUZA GANGS WILL HAVE TO ACCEPT ME AS THEIR ABSOLUTE OVERLORD! MY TRIUMPH IS ASSURED!〉
DON'T BET ON IT, BUB.


(HE'S ALIVE!?!)
DARN STRAIGHT, CHUMP.
(GUARDS-- MANDROIDS-- SLAY HIM!)
WHAT MAKES ME A MUTANT IS A SUPER-POWERFUL HEALING FACTOR THAT CAN HANDLE ANY WOUND, ANY POISON, ANY DISEASE.
KRAK
MAKES ME, IN FACT, PRETTY NEAR IMPOSSIBLE TO KILL.
DON'T MUCH LIKE GETTING SHOT-- PAIN AIN'T NO TREAT-- BUT THAT JUST MAKES ME MADDER.
WHEN I GET MAD, I GET MEAN.
ALSO SEEMED LIKE THE FASTEST WAY OF BEING HAULED IN FRONT OF THE BOSS--
--SINCE I KNEW SABUKO LIKED TO SEE HIS TROPHIES UP CLOSE AN' PERSONAL.
SNIKT
ME, I DON'T DEAL IN TROPHIES.
ONLY PREY.
MANDROIDS ARE ULTRA-POWERED COMBAT SUITS. OMNIUM STEEL ARMOR.
ONLY PROBLEM IS, MY CLAWS ARE FORGED OF PURE ADAMANTIUM, THE STRONGEST METAL KNOWN. THEY'LL CUT THROUGH ANYTHING.
WORSE-- FOR THEM-- MY SKELETON'S LACED WITH THE SAME STUFF. MY BONES CAN'T BE BROKEN.
THESE HIGH-TECH HULKS ARE A MATCH FOR A REGIMENT OF TANKS. AGAINST ME, THEY DON'T STAND ANY MORE OF A CHANCE...

...THAN SABUKO DOES.
PARTY'S OVER, BUB.
YOU WANT TO CALL IT QUITS...
...WHILE YOU GOT THE CHANCE?
〈THE FINAL VICTORY WILL STILL BE MINE, DOG!〉
〈INSIDE ONE OF THE MANDROIDS YOU DESTROYED-- HER UNIT REMOTELY CONTROLLED-- WAS NONE OTHER THAN YOUR PRECIOUS LADY MARIKO!〉
〈IN DEFEATING ME...〉
〈...YOU HAVE SLAIN THE WOMAN YOU LOVE!〉
〈WOLVERINE-- THAT IS NOT SO!〉
〈I AM STILL ALIVE, MY LOVE!〉
POOR JERK DIDN'T UNDERSTAND. I KNOW M'IKO'S SCENT AS WELL AS I DO MY OWN.
I KNEW WHERE SHE WAS THE MOMENT I WAS DRAGGED INTO THIS ROOM. ONLY CUT HER MANDROID ENOUGH TO DISABLE IT AN' SET HER FREE.
SABUKO WON'T BE QUITE SO LUCKY.
GASP?!
SNIKT
〈I'LL SAY THIS ONCE-- IN JAPANESE, SO YOU'LL UNDERSTAND.〉
〈YOU'RE DONE WITH CRIME. MAKE ANOTHER MOVE-- OR EVEN A THREAT--〉
〈-- AGAINST MARIKO, OR CLAN YASHIDA...〉
〈... AND I'LL COME BACK...〉
〈... TO FINISH WHAT I STARTED.〉
HE GETS THE MESSAGE. I GET MY GIRL. A HAPPY ENDING ALL 'ROUND. DON'T COME THAT OFTEN IN MY LIFE. THAT DON'T MAKE 'EM ANY LESS WELCOME. ALL IN ALL, A GOOD NIGHT'S WORK. A GOOD HUNT.
-FIN-